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ACCOUNT NO. : 072100000032

REFERENCE : 616143 170487A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizito

ORDER DATE : March 8, 2000

ORDER TIME : 10:35 AM

400003162514--4

ORDER NO. : 616143-005

CUSTOMER NO: 170487A

CUSTOMER: Richard Roy Rossi, Esq
LAW OFFICES OF RICHARD ROSSI,
LAW OFFICES OF RICHARD ROSSI,
Pmb #305
265 South Federal Highway
Deerfield Beach, FL 33441

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -8 PM 2:58

DOMESTIC FILING

NAME: LIGHTNING TELECOM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
00 MAR -8 PM 12:08
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LIGHTNING TELECOM, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -8 PM 2: 58

ARTICLE I

The name of the Corporation is: **LIGHTNING TELECOM, INC.**

ARTICLE II

The Corporation is organized for the purpose of transacting any and all business for which a corporation may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE III

A. To the greatest extent permitted under law, the Board of Directors, without the need for Shareholder approval, shall have the authority to take action or inaction with respect to the securities of the Corporation, including issuance, authorization, and cancellation.

B. The capital stock of the Corporation shall consist of a total of 100,000,000 shares of Common Stock separated into two classes of Common Stock, as follows:

A total of 50,000,000 shares of Class A Common Stock, par value \$.0001 per share, which shall have the normal rights and preferences, including voting, for Common Stock as set forth under law.

A total of 50,000,000 shares of Class B Common Stock, par value \$.0001 per share, which shall also have the normal rights and preferences, for Common Stock as set forth under law, except such Class shall be non-voting.

C. In addition, the Corporation shall have the right to issue a total of 50,000,000 shares of Preferred Stock, par value \$.0001, as follows:

The Preferred Stock shall be issuable, in the discretion of the Board of Directors, in one or more series, to be designated also in the discretion of the Board of Directors. Further,

besides establishing the series, the Board shall, in its discretion, have the right to fix the number of shares in such series, and the preference, rights, and restrictions which apply, including, without limitation, any voting rights, dividend rights, liquidation rights, conversion rights, transfer rights, and redemption rights, all to the fullest extent permitted by law.

ARTICLE IV

The address of the initial registered office of the Corporation is 258 S.E. 6TH AVE. SUITE 4, DELRAY BEACH, FLORIDA 33483 and the name of the initial registered agent of the Corporation at such address is: Richard Ozelie.

ARTICLE V

The initial mailing address for the Corporation is 258 S.E. 6TH AVE. SUITE 4, DELRAY BEACH, FLORIDA 33483.

ARTICLE VI

The Corporation shall have at least one Director and the Board of Directors shall have, to the fullest extent permitted by law, the authority to set the number of positions on the Board, and to change same from time to time, provided there is at least one Director. The initial Director is Richard Ozelie.

ARTICLE VII BOARD OF DIRECTORS AUTHORITY

In addition to such other authority granted under Florida law, the other Articles of the Articles of Incorporation, and the Bylaws, except to the extent such right is unconditionally vested with the Shareholders or in any case prohibited by law, the Board of Directors shall have the authority to take any action or make any determination, without the need for Shareholder approval including, without limitation, changing the Articles of Incorporation and Bylaws of the Corporation, and with respect to mergers, acquisitions, the issuance of securities, stock splits, reverse or otherwise, and similar events.

ARTICLE VIII

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such a person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another Corporation, provided that such person is or was at the time a director of the Corporation; or (iii) is or was serving at the request of the Corporation as an officer of

another Corporation, provided that such person is or was at the time a director of the Corporation or a director of such other Corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that such person is or was an officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX

The Corporation elects not to be governed by Florida Statute Section 607.0902, as amended from time to time, relating to control share acquisitions.

ARTICLE X

The Corporation elects not to be governed by Florida Statute Section 607.0901, as amended from time to time, concerning affiliated transactions.

ARTICLE XI

The name (s) and address (es) of the incorporator (s) of this Corporation is/are:

Richard Ozelie

ARTICLE XII

The Board of Directors and Shareholders may amend, repeal or adopt any By-law of and for the Corporation, but the Shareholders may prescribe that any By-law so amended, repealed or adopted by the Shareholders shall not be amended, repealed or adopted by the Board of Directors.

ARTICLE XIII

The duration of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29th day of JAN., 2000.


Richard Ozelie

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

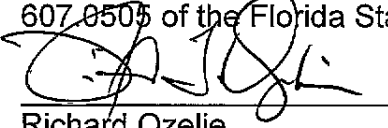
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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Statutes, as amended.


Richard Ozelle