

Law Offices
GIUNTA, HOUSE & ROMM, P.A.
ATTORNEYS AND COUNSELORS AT LAW

PATRICK B. GIUNTA
STUART N. HOUSE
MICHAEL R. ROMM

SANTA BARBARA PLAZA
2189 SOUTHEAST 9TH STREET
POMPAÑO BEACH, FLORIDA 33062

TELEPHONE (954) 788-8700
FACSIMILE (954) 788-8400
E-MAIL Info @ ghrlaw.net

March 6, 2000

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

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-03/17/00--01081--006
*****78.75 *****78.75

RE: Articles of Incorporation of QTEL LONG DISTANCE SERVICES, INC.

Greetings:

Enclosed please find an original and one copy for certification the Articles of Incorporation for the above referenced new Florida corporation to be formed. Also enclosed please find our trust account check in the sum of \$78.75, payable to the Secretary of State, and remitted in payment for filing fee, certified copy fee, designation of resident agent fee, and capitol stock tax fee, etc.

Please file the Articles and return one certified copy to the undersigned via Federal Express (shipping label enclosed). Thank you for your attention to this matter.

Very truly yours,

Patrick B. Giunta
Patrick B. Giunta

PBG/mm
Enc.
00.1113.002
cc: Mr. John Spade

EFFECTIVE DATE
3-16-00

FILED
00 MAR 17 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
3-16-00

FILED

00 MAR 17 PM 3: 07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

QTEL LONG DISTANCE SERVICES, INC.

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is **QTEL LONG DISTANCE SERVICES, INC.**

ARTICLE II - GENERAL PURPOSE

The general purpose for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock, each share having a par value of ONE DOLLAR (\$1.00).

Authorized capital stock may be paid in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

**ARTICLE IV - PRINCIPAL MAILING ADDRESS AND
INITIAL REGISTERED OFFICE AND AGENT**

The principal mailing address of the corporation is **1640 E. Atlantic Boulevard, Pompano Beach, Florida 33060** and the street address of the initial registered office of this corporation is **2189 S.E. 9th Street, Pompano Beach, Florida 33062** and the name of the initial registered agent at that address is **PATRICK B. GIUNTA, PATRICK B. GIUNTA, P.A.**

ARTICLE V - DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than one nor more than five.

ARTICLE VI - INITIAL DIRECTOR

The name and address of the initial director who shall hold office until a successor or successors are elected and have qualified are:

**John Spade
1640 E. Atlantic Boulevard
Pompano Beach, Florida 33060**

ARTICLE VII - INCORPORATOR(S)

The names and street addresses of the incorporators of these Articles of Incorporation, are as follows:

**John Spade, Director
1640 E. Atlantic Boulevard
Pompano Beach, Florida 33060**

ARTICLE VIII - TRANSACTIONS IN WHICH DIRECTORS ARE INTERESTED

In the event that the corporation enters into contracts or transacts business with one or more of its Directors, or with any firm of which one or more of its Directors are members or employees, or with any other corporation or association of which one or more of its Directors are shareholders, directors, officers or employees, such contract shall not be invalidated or in any way affected by the fact that such Director or Directors have or may have interest therein which might be adverse to the interests of the corporation, even though the vote of the Director or Directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation;

PROVIDED, HOWEVER, that in any such case the fact of such interest shall be disclosed to the other Directors or shareholders acting upon or in reference to such contract or transaction. No Director or Directors having disclosed such adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits realized thereon. PROVIDED, also, that such contract or transaction shall, at the time at which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that, at the time were fair.

ARTICLE IX - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a Director or Officer of the corporation (said expenses to include attorneys fees and the costs of

reasonable settlements made with a view of curtailment of costs of litigation), except in such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a Director or Officer may be entitled under any regulations, agreements, vote of stockholders, or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such Director or Officer.

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon subscription and acknowledgment of these Articles, except that in the event the Articles are not filed with the Department of State of Florida within five (5) days, exclusive of legal holidays, after subscription and acknowledgement hereof, corporation existence shall begin when these Articles are filed with the Department of State.

ARTICLES XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to a vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII - CONSENT IN WRITING IN LIEU OF MEETING

Any action that may be taken at a meeting of the stockholders of this corporation may be taken without a formal meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the Secretary of the corporation. This consent shall have the same effect as a unanimous vote at a Shareholders' Meeting. If all of the Directors, severally, or collectively, likewise consent in writing or writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation this 16 day of March, 2000.



JOHN SPADE

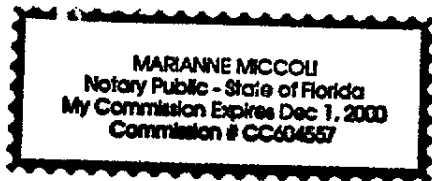
STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared, JOHN SPADE,

who has produced FL driver's lic., and who did take an oath, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation for the purposes therein designated.

WITNESS my hand and seal this 16th day of March, 2000.

Marianne Miccoli
Notary Public



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

IN COMPLIANCE WITH 48.091, *FLORIDA STATUTES*, THE FOLLOWING IS
SUBMITTED:

FIRST THAT QUANTUM TELECOM, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT 1640 E. ATLANTIC BOULEVARD, POMPAÑO BEACH,
FLORIDA 33306, STATE OF FLORIDA, HAS NAMED PATRICK B. GIUNTA, PATRICK B.
GIUNTA, P.A., OF FLORIDA, AS REGISTERED AGENT TO ACCEPT SERVICE WITHIN
FLORIDA.



JOHN SPADE, CORPORATE OFFICER

TITLE: Director

DATE: 3/16/2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.



PATRICK B. GIUNTA, REGISTERED AGENT

PATRICK B. GIUNTA, P.A.

2189 S.E. 9th Street

Pompano Beach, Florida 33062

DATE: 3-6-2000

FILED
00 MAR 17 PM 3:07
STATE OF FLORIDA
TALLAHASSEE, FLORIDA