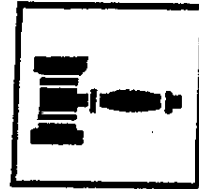


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DOCUMENT TYPING SERVICE

2715 N. Cocoa Boulevard (U.S. 1)
Cocoa, Florida 32922
(407) 633-9353



April 3, 2000

Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

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-04/06/00--01063--004
*****78.75 *****78.75

Re: Phonetech Inc.

Gentleman/Madam:

Enclosed is an original and one copy of Articles of Incorporation for the above named Corporation. In addition, a check in the sum of \$ 78.75 which represents the following:

filing fee & Certificate

Please file the original of the enclosed Articles of Incorporation and return the necessary paperwork to the undersigned.

Yours very truly,

Connie L. Embury
Connie L. Embury

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 APR -6 PM 12:54

FILED

ARTICLES OF INCORPORATION
OF
PHONETECH INC.

The undersigned, INCORPORATOR, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be PHONETECH INC.
The principal place of business of this corporation shall be:
310 Bronson Boulevard Suite #103, Cocoa, Florida 32922.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 APR -6 PM 12:54

FILED

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:
One Hundred (100) shares at no par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, is:


ARTHUR CLYNE
211D Pierce Avenue
Cape Canaveral, Florida 32920

ARTICLE VI INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

ARTHUR CLYNE
211D Pierce Avenue
Cape Canaveral, Florida 32920

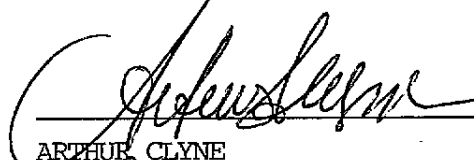
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3 day of April, 2000.


ARTHUR CLYNE
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation: PHONETECH INC.
2. The name and address of the registered agent and office is:
ARTHUR CLYNE, 310 Bronson Boulevard Suite #108, Cocoa, Florida 32922.

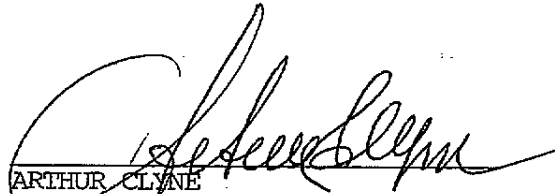

ARTHUR CLYNE
Pres.

Title:

4/3/00

Date:

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.


ARTHUR CLYNE
Registered Agent:

Date: 4/3/00

00 APR -6 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED