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LAW OFFICES
ERNESTO J. DE LA FÉ
PROFESSIONAL ASSOCIATION
6701 SUNSET DRIVE
SUITE 100
SOUTH MIAMI, FLORIDA 33143

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April 3, 2000

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

FILED
00 MAY 23 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Filing of Articles for D & A Tel.Com, Inc.

Dear Sirs:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$122.50 to cover the filing fee, certified copy charge, designation of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

Thanking you in advance for your anticipated cooperation, I remain,

Very truly yours,

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-04/06/00--01105--012
****122.50 ****78.75

ERNESTO J. DE LA FÉ, P.A.

By: 

Ernesto J. de la Fé, Esq.

EJF
Enclosure(s)

W-9591
JX 4/11



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 12, 2000

ERNESTO J. DE LA FE, ESQ.
6701 SUNSET DR., STE. 100
SOUTH MIAMI, FL 33143

SUBJECT: D & A TEL.COM, INC.
Ref. Number: W00000009591

We have received your document for D & A TEL.COM, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 700A00019814

ARTICLES OF INCORPORATION OF Delta & Alpha - Tele.com Corp.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be

Delta & Alpha - Tele.com Corp.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be:

6701 Sunset Drive, Suite 100
South Miami, Florida 33143

and the name of the initial Registered Agent for the corporation at that address is:

Ernesto J. de la Fe

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ARTICLE V - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

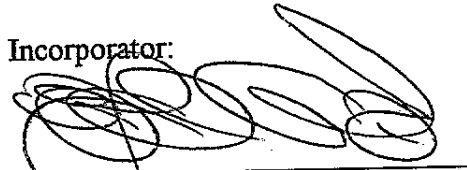
ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

Ernesto J. de la Fe

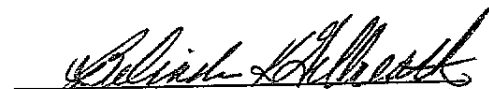
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this
2nd day of May, 2000.

Incorporator:

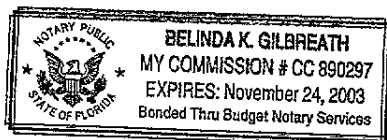

Ernesto J. de la Fe

**STATE OF FLORIDA
COUNTY OF MIAMI-DADE**

The foregoing instrument was acknowledged before me this 2nd day of May,
2000, by Ernesto J. de la Fé, who is personally known to me or produced the following
identification personally known and who did take an oath.


NOTARY PUBLIC, State of Florida

My Commission Expires:



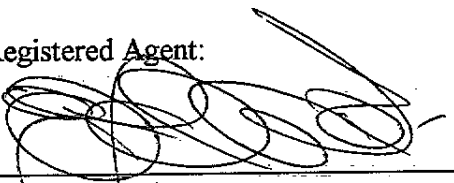
**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida, Delta & Alpha - Tele.com Corp., a corporation organizing under the laws of the State of Florida, with its principal office located at 6701 Sunset Drive, Suite 100, South Miami, Florida 33143, has named Ernesto J. de la Fe, whose address is 6701 Sunset Drive, Suite 100, South Miami, Florida 33143, as its Agent to accept service of process within this State.

ACCEPTANCE:

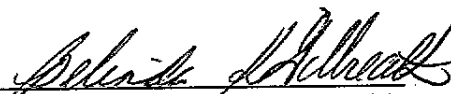
I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

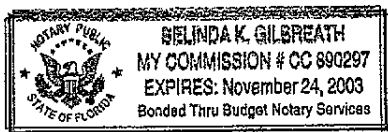

Ernesto J. de la Fe

**STATE OF FLORIDA
COUNTY OF DADE**

The foregoing instrument was acknowledged before me this 2nd day of May, 2000, by Ernesto J. de la Fé, who is personally known to me or produced the following identification personally known and who did take an oath.


NOTARY PUBLIC, State of Florida

My Commission Expires:



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