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ACCOUNT NO. : 072100000032

REFERENCE : 726470 11953A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pigute

ORDER DATE : June 9, 2000

ORDER TIME : 2:08 PM

ORDER NO. : 726470-005

CUSTOMER NO: 11953A

000003284340--1

CUSTOMER: A. Norman Drucker, Esq
A. NORMAN DRUCKER, ESQ
A. NORMAN DRUCKER, ESQ
Suite 308
801 Northeast 167th Street
North Miami Bch, FL 33162

DOMESTIC FILING

NAME: A-1 COMMUNICATIONS USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini - EXT.

EXAMINER'S INITIALS:

00 JUN -9 PM 4: 56
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED
00 JUN -9 PM 4: 43
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUN -9 PM 4:56

ARTICLES OF INCORPORATION
OF
A-1 COMMUNICATIONS USA, INC..

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

A-1 COMMUNICATIONS USA, INC.

The address of the principal office of this corporation shall be 1553 Northeast 15th Avenue, North Miami, Florida 33164, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 801 Northeast 167th Street, Suite 308, North Miami Beach, Florida 32301, and the name of the initial registered agent of the corporation at that address is A. Norman Drucker.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Victor Acco	2000 Island Boulevard, Apartment 605
Dir.	Aventura, Florida 33160

Iric M. Biervliet	1301 Northeast Miami Garden Drive,
Dir.	Apartment 905W
	North Miami Beach, Florida 33179

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Victor Acco	2000 Island Boulevard, Apartment 605
Pres/Sec	Aventura, Florida 33160

Iric M. Biervliet	1301 Northeast Miami Garden Drive,
V-Pres/Treas	Apartment 905W
	North Miami Beach, Florida 33179

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on June 9, 2000.

CORPORATION SERVICE COMPANY

By: Laura E. Dunlap
Incorporator, Laura R. Dunlap

jlz

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 SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT A-1 COMMUNICATIONS USA, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,

WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF NORTH MIAMI,
(CITY)

STATE OF Florida, WAS NAMED A. NORMAN DRUCKER,
(STATE) (NAME OF REGISTERED AGENT)

LOCATED AT 801 N.E. 167th Street-Suite 308,
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF North Miami Beach, 33162 STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE _____
(CORPORATE OFFICER)

TITLE _____

DATE _____

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORORATION, 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 COM-
plete PERFORMANCE OF MY DUTIES.

SIGNATURE 
A. NORMAN DRUCKER--REGISTERED AGENT

DATE 6-9-00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN -9 PM 4:56