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A PROFESSIONAL ASSOCIATION

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June 12, 2000

Division of Corporations

P.O. Box 6327

409 East Gaines Street

Tallahassee, FL 32399

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-06/14/00--01108--013

*****78.75 *****78.75

RE: SUNTEL HOLDINGS CORP.

Dear Sir/Madam:

Enclosed herewith for filing please find an original and one copy of the Articles of Incorporation for our client, Suntel Holdings Corp., along with our client's check in the amount of \$78.75 made payable to Florida Department of State for the filing fee.

Please file the enclosed and return one filed copy to our office at your earliest convenience.

If you have any questions with regard to the above, feel free to call.

Very truly yours,

Andrew R. Friedman

ANDREW R. FRIEDMAN

ARF

Encl.

00 JUN 14 AM 10:09
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JUN 20 2000

**ARTICLES OF INCORPORATION
OF
SUNTEL HOLDINGS CORP.**

FILED
00 JUN 14 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:
SUNTEL HOLDINGS CORP.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 100,000 shares common stock, \$1.00 par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid.

ARTICLE IV

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation shall have perpetual existence, unless dissolved according to law.

ARTICLE VI

The principal office of the corporation shall be at: 11295 Seagrass Circle, Boca Raton, FL 33498. Said corporation shall have full power and authority to transact business and to establish offices and agencies in such other places within and without the State of Florida and in any foreign countries. The name of the initial registered agent of this Corporation at the above address is: GARY HOLLANDER.

ARTICLE VII

The business of the corporation shall be conducted by a Board of Directors of not less than one to be increased at the discretion of the Board of Directors.

ARTICLE VIII

The name and post office addresses of the first Directors of this corporation, all subject to the provisions of this certificate, By-laws, and the Corporation Law of the State of Florida, who shall hold office for the first year, or until their successors are duly elected and qualified are:

NAME
GARY HOLLANDER

ADDRESS
11295 Seagrass Circle
Boca Raton, FL 33498

ARTICLE IX

The names and post office addresses of the officers of the corporation are as follows:

NAME
GARY HOLLANDER
President/Secretary/Treasurer

ADDRESS
11295 Seagrass Circle.
Boca Raton, FL 33498

ARTICLE X

The name and post office address of the subscriber to the Certificate of Incorporation is as follows:

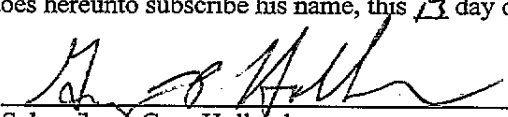
NAME
GARY HOLLANDER

ADDRESS
11295 Seagrass Circle
Boca Raton, FL 33498

ARTICLE XI

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator, being the same person named in Article X above, and in evidence of his desire to form this Corporation does hereunto subscribe his name, this 13 day of June, 2000.


Subscriber Gary Hollander

FILED

00 JUN 14 AM 10:09

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 SUNTEL HOLDINGS CORP.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF BOCA RATON, STATE OF FLORIDA, HAS NAMED GARY HOLLANDER LOCATED AT 11295 Seagrass Circle, CITY OF BOCA RATON, STATE OF FLORIDA, (33498) AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE



(Sole Incorporator)

TITLE: President

DATE: June 13, 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.

SIGNATURE



(Registered Agent)

DATE: June 13, 2000