

Cook & Koch, P.A.

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P00000060357

May 24, 2002

Secretary of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

Re: *Telcon International, Inc.*

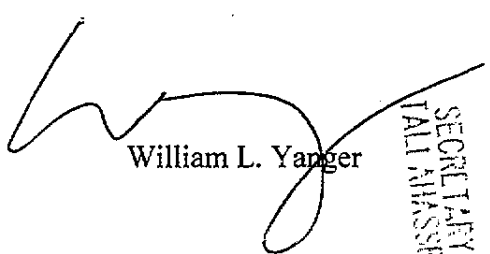
Dear Sir/Madame:

100005692041--5
-05/29/02--01026--011
****105.00 *****35.00

Enclosed please find the original Articles of Merger and the Amended and Restated Articles of Incorporation for filing. I have also enclosed a check in the amount of \$105.00 to cover the fees for filing same.

Should you have any questions or comments, please do not hesitate to contact me.

Sincerely,


William L. Yanger

WLY/rlr
Enclosures: as sated

FILED
02 MAY 29 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Arstart mc
T. Lewis 6/4/02

**CERTIFICATE TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
TELCON INTERNATIONAL, INC.**

FILED
02 MAY 29 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Ernie Darias, as President of Telcon International, Inc., hereby certify the following:

1. The name of the corporation is Telcon International, Inc., (the "**Corporation**").
2. The following amendments were adopted by the Board of Directors and shareholders of the Corporation on May 24, 2002:

ARTICLE I
NAME

The name of the Corporation is **Avatel Technologies, Inc.**

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is and the mailing address of the Corporation is 6740 Commerce Blvd., Port Richey, Florida 34668.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of common stock, \$1.00 par value per share.

ARTICLE V
REGISTERED AGENT AND OFFICE

The name of the registered agent of the Corporation and the street address of the registered office of the Corporation are as follows:

Ernie Darias

ARTICLE VI
INCORPORATOR

The name and address of the person signing these Articles as Incorporator are:

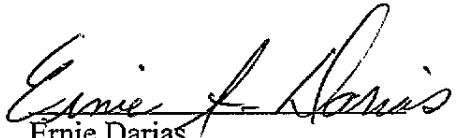
Ernie Darias

ARTICLE VII
INDEMNIFICATION

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida Law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, joint venture, trust or other enterprise.

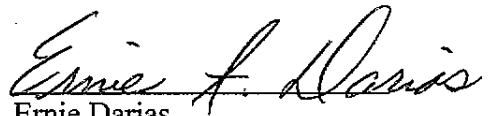
IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 24th day of May, 2002.

By:


Ernie Darias

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

By:


Ernie Darias

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
TELCON INTERNATIONAL, INC.**

Telcon International, Inc., (the "Corporation"), a corporation organized and existing under the Business Corporation Act (the "Act") of the State of Florida, does hereby certify:

I. The Corporation, pursuant to the provisions of Section 607.1007 of the Act, hereby adopts these Amended and Restated Articles of Incorporation which accurately amend and restate the Articles of Incorporation filed on June 16, 2000, and all amendments thereto that are in effect to date as permitted by Section 607.1007 of the Florida Statutes.

II. Each amendment made by these Amended and Restated Articles of Incorporation (the "Restated Articles") has been effected in conformity with the provisions of the Act, and the Restated Articles and each amendment thereto were duly approved and adopted by written consent of the Corporation's Board of Directors and shareholders dated May 24, 2002.

ARTICLE I
NAME

The name of the Corporation is **Avatel Technologies, Inc.**

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is and the mailing address of the Corporation is 6740 Commerce Blvd. Port Richey, Florida 34668.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of common stock, \$1.00 par value per share.

ARTICLE V
REGISTERED AGENT AND OFFICE

The name of the registered agent of the Corporation and the street address of the registered office of the Corporation are as follows:

Ernie Darias

ARTICLE VI
INCORPORATOR

The name and address of the person signing these Articles as Incorporator are:

Ernie Darias

ARTICLE VII
INDEMNIFICATION

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida Law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, joint venture, trust or other enterprise.

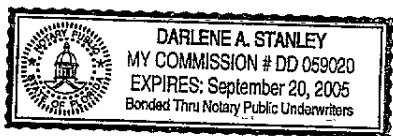
The number of shares voted by the shareholders was sufficient for approval of the Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 24th day of May, 2002.

By: Ernie F. Darias
Ernie Darias

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 24th day of May, 2002, by Ernie Darias, who [] is known to me, or who [] provided Verida Darias as identification, and who did take an oath, as President of Telcon International, Inc., a Florida corporation, on behalf of said corporation.



Darlene A. Stanley
Notary Public
Print Name:
My Commission Expires: 9-20-05