

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) Overseas Networks International, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

APPROVED
AND
FILED
00 JUL -5 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SPECIAL INSTRUCTIONS

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ARTICLES OF INCORPORATION
OF
OVERSEAS NETWORKS INTERNATIONAL, INC.
(a Florida Corporation)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL -5 PM 3:35

APPROVED
AND
FILED

The undersigned incorporator, for the purposes of forming a corporation under the laws of the state of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is: **OVERSEAS NETWORKS INTERNATIONAL, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is: 276 Bal Bay Drive, Bal Harbour, FL 33154.

ARTICLE III: CAPITAL STOCK

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

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent of the corporation is: ALAN SCHARF, at 100 N. Biscayne Blvd. #2126, Miami, FL 33132.

ARTICLE V: INCORPORATORS

The name(s) and address(es) of the incorporator(s) of this corporation is (are): ALAN SCHARF, at 100 N. Biscayne Blvd. #2126, Miami, FL 33132.

ARTICLE VI: INITIAL BOARD OF DIRECTORS/OFFICERS

The name(s) and address(es) of the initial members of the Board of Directors of the corporation is (are): ZION DAHARI at 276 Bal Bay Drive, Bal Harbour, FL 33154, and ALAN SCHARF, at 100 N. Biscayne Blvd. #2126, Miami, FL 33132. The name(s) and address(es) of the initial Officers of the corporation is (are): ALAN SCHARF, President, at 100 N. Biscayne Blvd. #2126, Miami, FL 33132, and ZION DAHARI, Vice-President/Secretary, at 276 Bal Bay Drive, Bal Harbour, FL 33154.

ARTICLE VII: PURPOSE OF CORPORATION

The major purpose of the corporation shall be to engage in the communications business. The corporation is also authorized to engage in any other business or to perform any other act not prohibited by law.

ARTICLE VIII: LIMITED LIABILITY

The shareholders of the corporation shall not be personally liable for any of the obligations of the corporation to any extent.

The undersigned has executed these Articles of Incorporation this 3rd day of July, 2000.


ALAN SCHARF, Incorporator

00 JUL -5 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida:

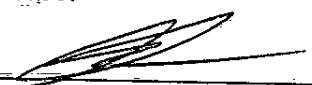
1. The name of the corporation is: OVERSEAS NETWORKS INTERNATIONAL, INC..
2. The name and street address of the registered agent of the corporation is: ALAN SCHARF, at 100 N. Biscayne Blvd. #2126, Miami, FL 33132.

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 ALL OF THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

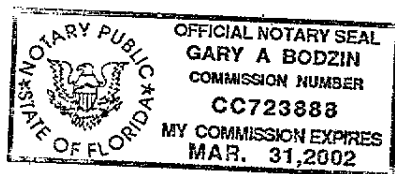

ALAN SCHARF, Registered Agent

STATE OF FLORIDA, COUNTY OF MIAMI-DADE ss.

Before me personally appeared ALAN SCHARF, who is (are) personally known to me, or who produced (personally known to me) as identification, and he stated that he executed the foregoing for the purposes therein expressed, this 3rd day of July, 2000.



NOTARY PUBLIC, STATE OF FLORIDA



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00 JUL -5 PM 3:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA