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CATLIN, SAXON, TUTTLE AND EVANS, P.A.

1700 ALFRED I. DUPONT BUILDING

169 EAST FLAGLER STREET

MIAMI, FLORIDA 33131-1298

FAX (305) 371-8011

(305) 371-9575

July 19, 2000

Division of Corporations
Attn: Bobbie Cox
409 East Gaines Street
Tallahassee, FL 32399

Re: ALOOO.COM, INC.

Dear Bobbie:

Enclosed are the Articles of Incorporation for Aloo.com, Inc. to be filed as well as a check for \$78.75 as the required filing fee.

Once the Articles have been filed, please send us a copy and confirmation of the filing. I am enclosing a self addressed stamped envelope for the confirmation and return of the filed Articles.

If you have any other questions or comments, please do not hesitate to contact me.
Thank you.

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

Sincerely,

Melanie H. Litwin

MELANIE H. LITWIN

Legal Secretary to William M. Tuttle, II, Esq.

:mhl

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2000 JUL 21 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

bc 7/21

ARTICLES OF INCORPORATION

OF

ALOOO.COM, INC.

These articles are filed with the Secretary of State of the State of Florida for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities, and liabilities of corporations for profit.

ARTICLE I - NAME

The name of the corporation shall be:

ALOOO.COM, INC.

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TALLAHASSEE, FLORIDA

ARTICLE II - MANAGEMENT BY SHAREHOLDERS

All corporate power shall be exercised exclusively by or under the authority of the shareholders, and the business and affairs of this corporation shall be managed under the direction of the shareholders. The shareholders shall elect the following officers: a President, a Treasurer, and a Secretary, and as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the shareholders, from time to time, deem advisable, and any one or more of said offices may be held by the same person. The annual meeting of the corporation shall be held on such date as is provided in the Bylaws of the corporation, which said Bylaws may be amended at any time in accordance with their provisions.

The incorporator shall manage the business of the corporation until there are issued and outstanding shares of stock standing in the names of the shareholders of record.

ARTICLE III - ACTION BY UNANIMOUS CONSENT

The shareholders, by unanimous consent evidenced by a writing included among the minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been held pursuant to a call being duly made, and as though the said act had been done and authorized, at a meeting at which a quorum had been present.

ARTICLE IV - INITIAL OFFICERS

Until the incorporator or shareholders elect other officers and same have been duly qualified, the business of the corporation shall be conducted by the following officers:

President/ Secretary

*Jose Lorigo
2175 S.W. 78 Place
Miami, Florida 33155*

Vice President/ Treasurer

*William M. Tuttle, II
169 E. Flagler Street, #1700
Miami, Florida 33131*

ARTICLE V - DURATION

The existence of this corporation shall be perpetual.

ARTICLE VI - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, including but not limited to: development, marketing and distribution of telecommunication products, and provision of related services, and any and all other lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE VII - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 1,000,000 shares, each of the par value of One Dollar (\$1.00) all to be issued, fully paid, and exempt from assessment.

The capital stock of the corporation may be paid for in property, labor, or services at a just valuation to be fixed by the incorporator, or by the shareholders at a meeting called for such purpose, or at the organizational meeting. Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor, or services to be fixed by the shareholders of the corporation. Stock in other corporations or going businesses may be purchased by the corporation in consideration for the issuance of capital stock of the corporation, the said purchase shall be on such basis and terms and for such consideration as the shareholders shall determine.

ARTICLE VIII - MINIMUM CAPITAL

The amount of capital with which this corporation may begin business shall be in the sum of not less than Five Hundred Dollars (\$500.00).

ARTICLE IX - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be located at 2175 S.W. 78 Place, Miami, Florida 33155. This corporation shall have full power and authority, nevertheless, to transact corporate business and to establish corporate offices and corporate agencies at such other places within and without the State of Florida, and in foreign countries, as its shareholders may from time to time authorize.

ARTICLE XI - CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and such other powers as it may possess as a matter of law, all without limitation.

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify any officer, director, agent, or employee and any former officer, director, agent, or employee, to the full extent permitted by law, including, but not limited to, indemnification for counsel fees.

ARTICLE XIII - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and the street address of the initial registered office of this corporation are:

*William M. Tuttle, II, Esq.
Catlin, Saxon, Tuttle & Evans, P.A.
169 East Flagler Street, Suite 1700
Miami, FL 33131*

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV - INCORPORATOR

The name and address of the person signing these articles of incorporation is:

*William M. Tuttle, II, Esq., Incorporator
Catlin, Saxon, Tuttle & Evans, P.A.
169 East Flagler Street
Suite 1700
Miami, FL 33131*

*IN WITNESS WHEREOF, we have hereunto set our hands and seals this 19 day of
July, 2000.*

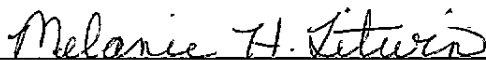
 (SEAL)
William M. Tuttle, II, Esq., Incorporator

*STATE OF FLORIDA
COUNTY OF DADE*

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, William M. Tuttle, II, Esq., Incorporator, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed. (He is personally known to me) or produced _____ as identification and did/did not take an oath.

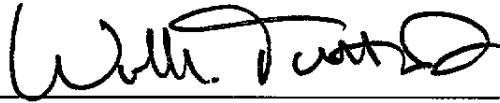
*WITNESS my hand and official seal at Miami, Dade County, Florida this 19th day of
July, 2000.*




*Notary Public
My Commission expires: December 1, 2001*

REGISTERED AGENT'S ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place designated in Paragraph XIII of the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statute relative to keeping open said office.



Print Name: WILLIAM M. TUTTLE, II
Registered Agent

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2000 JUL 21 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA