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JOHN T. PRAHL

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2801 Ponce de Leon Blvd.
Suite 1155
Coral Gables, FL 33134

October 5, 2000

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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

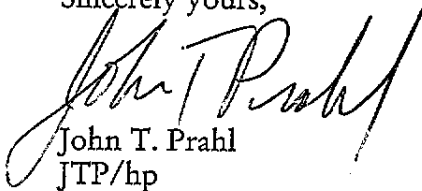
Re: Filing Articles of Incorporation for American Communications Holdings, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for American Communications Holdings, Inc., along with a photocopy and check for \$78.75 for filing fees. Fee includes money for filing fee, registered agent designation and certified copy fee.

Please return certified copy to our office at John T. Prahl, Attorney at Law, 2801 Ponce de Leon Blvd., Suite 1155, Coral Gables, FL 33134. If you have any questions please don't hesitate to contact us.

Sincerely yours,


John T. Prahl
JTP/hp

Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FL 32312

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

1. The name of the Corporation is: American Communications Holdings, Inc.
2. The mailing address for the Corporation shall be:

10669 NE Quaybridge Court
Miami Shores, FL 33138
3. The period of its duration is perpetual.
4. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
5. The Corporation shall have authority to issue 5,000 shares, all of one class, \$1.00 par value.
6. The address of its initial registered office is 2801 Ponce De Leon Blvd., Suite 1100, Coral Gables, Florida, 33134, and the name of its initial registered agent at said address is Sharon Carlson.
7. The number of directors constituting its initial board of directors is one (1) whose name and address are:

NAME

ADDRESS

Ralph Destino, III

10669 NE Quaybridge Court
Miami Shores, FL 33138

8. The name and address of the Incorporator is:

NAME

ADDRESS

Sharon Carlson

2801 Ponce de Leon Blvd.
Suite 1100
Coral Gables, FL 33134

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SECRETARY OF ST
TALLAHASSEE, FL


9. Preemptive Rights shall be as follows: The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Shareholders, such of the shares of the stock of this Corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

DATED this 21 day of September, 2000.

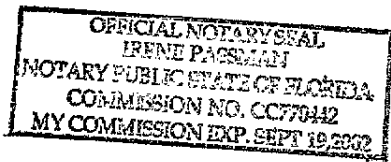

Sharon Carlson

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 21 day of September, 2000 by Sharon Carlson, who is personally known to me, or who produced _____ as identification.


Notary Public

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that American Communications Holdings, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Miami, County of Miami-Dade, State of Florida, has named Sharon Carlson, 2801 Ponce De Leon Blvd., Suite 1100, Coral Gables, Florida 33134.

(Street address and number of building, post office box address not acceptable)

City of Coral Gables, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Sharon Carlson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA