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ACCOUNT NO. : 072100000032

REFERENCE : 890819 7205176

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 NOV -8 PM 3:41

ORDER DATE : November 7, 2000

ORDER TIME : 1:55 PM

ORDER NO. : 890819-005

CUSTOMER NO: 7205176

CUSTOMER: Mr. Christopher .. Barrett  
Mr. Christopher Barrett

700003457667--1

13377 Pond Springs Road  
Suite 106  
Austin, TX 78729

DOMESTIC FILING

NAME: WORLDWIDE TELEPHONE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

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*12/11/9/00*

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ARTICLES OF INCORPORATION  
OF  
WORLDWIDE TELEPHONE, INC..

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

WORLDWIDE TELEPHONE, INC..

The address of the principal office of this corporation shall be 8660 College Parkway Suite 400, Fort Myers, Florida 33919, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Christopher Barrett  
Dir.

8660 College Parkway Suite 400  
Fort Myers, Florida 33919

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DIVISION OF CORPORATIONS

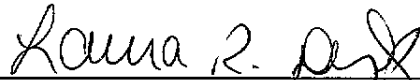
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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to  
these Articles of Incorporation:

The Company Corporation  
2711 Centerville Road Suite 400  
Wilmington, Delaware 19808

The undersigned incorporator has executed these  
Articles of Incorporation on November 8, 2000.



Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware  
corporation authorized to transact business in this  
State, having a business office identical with the  
registered office of the corporation named above, and  
having been designated as the Registered Agent in the  
above and foregoing Articles, is familiar with and  
accepts the obligations of the position of Registered  
Agent under Section 607.0505, Florida Statutes.

By:   
Its Agent, Laura R. Dunlap

scm