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FILED
00 DEC 12 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 7, 2000

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

RE: Certificate of Incorporation
Itelespace, Inc.

EFFECTIVE DATE

12-07-00

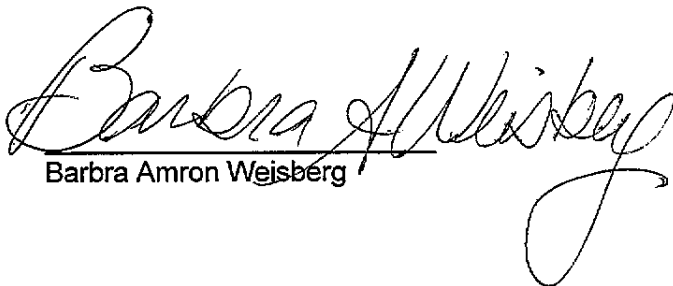
Dear Sir/Madam:

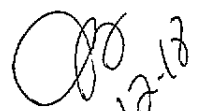
Enclosed please find original and one (1) copy of Certificate of Incorporation for Itelespace, Inc. Also enclosed, please find check payable to your order in the amount of \$78.75 for the filing of the enclosed Certificate of Incorporation with the Secretary of State.

Upon filing of the enclosed, please return a certified copy of same to the undersigned in the envelope provided.

Thank you for your attention.

Very truly yours,


Barbra Amron Weisberg



ARTICLES OF INCORPORATION
OF
ITELESPACE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby sign this Certificate of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I
(Name)

The name of the corporation shall be: Itelespace, Inc.

ARTICLE II
(Duration)

The corporation shall have perpetual existence.

ARTICLE III
(Purpose)

EFFECTIVE DATE
12-07-00

In general, to carry on any other business with all powers conferred upon corporations by the laws of the State of Florida.

ARTICLE IV
(Address)

The principal office of this corporation shall be located at: 9755 Parkview Avenue, Boca Raton, FL 33428.

ARTICLE V
(Capital Stock)

The maximum number of shares of common stock that the corporation is authorized to issue is ten million (10,000,000) shares of One Cent (\$0.01) par value per share common stock.

ARTICLE VI
(Corporate Existence)

The date when the corporation existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereon, and are subsequently approved by the Secretary of State and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved.

ARTICLE VII

(Directors)

The name and street address of the first Board of Directors who shall hold office for the first year of the corporation's existence, or, until their successors are elected or appointed and have qualified, is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
David Burns	9755 Parkview Avenue, Boca Raton, FL 33428
Jim Janowiak	9755 Parkview Avenue, Boca Raton, FL 33428
Tom Marciano	9755 Parkview Avenue, Boca Raton, FL 33428

There shall be not less than one (1) director.

ARTICLE VIII

(Incorporator)

The name and street address of each subscriber to this Certificate of Incorporation is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
David Burns	9755 Parkview Avenue, Boca Raton, FL 33428

ARTICLE IX

(Initial Registered Office and Agent)

The street address of the initial registered office of this corporation and the initial Registered Agent is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Barbra Amron Weisberg, P.A.	7231 Panache Way, 2 nd Floor, Boca Raton, FL 33433

ARTICLE X

(Indemnification)

Provided that the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850 (1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against all of the expenses and liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the disposition of such proceedings and amounts paid in settlement of such

proceedings, both as to action in their official capacity and as to any action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XI
(Powers)

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act

ARTICLE XII
(Amendment)

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE XIII
(Bylaws)

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal and Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal December 7, 2000



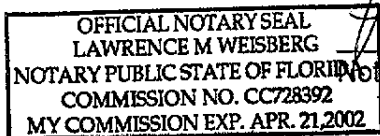
David Burns, Subscriber
Date: December 7, 2000

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named to take acknowledgments, personally appeared David Burns to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the County and State named above this December 7, 2000.

My commission expires:





Notary Public, State of Florida-at Large

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

ITELESPACE, INC.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That Itelespace, Inc., organized under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Boca Raton, County of Palm Beach, state of Florida, has named Barbra Amron Weisberg, P.A. located at 7231 Panache Way, Boca Raton, FL 33433, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the 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.

Dated: December 7, 2000

By


Barbra Amron Weisberg, Esq.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA