

P01000019317

FROM THE DESK OF....

ROSEMARY LOPEZ

Telephone: 305.377. 0909 ext. 102

Telefax: 305.377.1771

Email: Rosemary@db-law.com

February 20, 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Via Federal Express

Re: Incorporation of Team Telecom Holdings, Inc.

000003745230--7
-02/21/01--01055--014
*****70.00 *****70.00

FILED
01 FEB 21 PM 2:51
TALLAHASSEE, FLORIDA

To whom it may concern:

Enclosed please find a \$70.00 check for the incorporation of the above mentioned corporation along with the Articles of Incorporation and Acceptance by Registered Agent. Should you have any questions or need additional information please contact the undersigned.

Thank you for your attention to this matter.

Sincerely,



Rosemary López, Esq.
601 Brickell Key Drive
Suite 705
Miami, Florida 33131

D. BROWN FEB 21 2001

ARTICLES OF INCORPORATION
OF
TEAM TELECOM HOLDINGS, INC.

FILED
01 FEB 21 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is TEAM TELECOM HOLDINGS, INC., (the "Corporation").

ARTICLE II

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

The Corporation is authorized to issue Ten Thousand (10,000) shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

The address of the principal office of the Corporation, and its mailing address, is 19355 NE 10th Avenue, St. 508, Miami, Florida 33179.

ARTICLE V

The street address of the Corporation's initial registered office is 19355 NE 10th Avenue, St. 508, Miami, Florida 33179 and the name of the initial registered agent at such office is VICTORIA EUGENIA CARREÑO.

ARTICLE VI

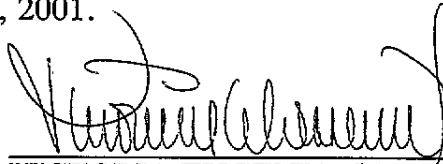
The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the

it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII

The name and address of the incorporator of the Corporation is VICTORIA EUGENIA CARREÑO, , Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 20th day of February, 2001.

A handwritten signature in dark ink, appearing to read 'Victoria Eugenia Carreño', written over a horizontal line.

VICTORIA EUGENIA CARREÑO
Incorporator

FILED

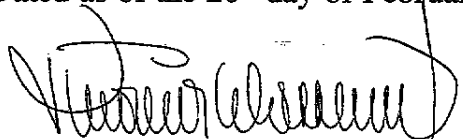
01 FEB 21 PM 2:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for TEAM TELECOM HOLDINGS, INC., at the place designated in the articles of incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 20th day of February, 2001



VICTORIA EUGENIA CARRENO

The foregoing instrument was acknowledged before me on this 20th day of February, 2001 by VICTORIA EUGENIA to me personally known and who have taken the oath.

(CARRENO)



Notary Public, State of Florida

RICARDO BAJANDAS

(Print Name)

My Commission Expires: _____

Dated as of the 20th day of February, 2001.

