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Pamela H. Chesebrough

ATTORNEY-AT-LAW

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

April 30, 2001

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-05/09/01--01066--004
*****78.75 *****78.75

RE: Incorporation - FiberTelecom, Inc.

Dear Registrar:

Enclosed in duplicate are Articles of Incorporation regarding the above-named company. A preliminary search for the name indicated that there is no problem with using this name.

Also enclosed is my check in the amount of \$122.50 to cover the fees, including the furnishing of a certification to me.

Thank you for your assistance.

Sincerely,


Pamela Chesebrough

FILED
2001 MAY -9 PM 1:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

5/9/01

ARTICLES OF INCORPORATION.

OF

FiberTelecom,Inc.

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

ARTICLE I - NAME

The name of the corporation shall be:

FiberTelecom,Inc.

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2001 MAY -9 PM 1:25
CLERK OF DISTRICT COURT
TALLAHASSEE FLORIDA

The principal place of business of this corporation shall be:

Lot 539, 3390 Gandy Blvd.
St. Petersburg, Florida 33702

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

10 shares at \$1.00 each

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS AND DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected is:

Stephen Couillard
2625 De La Voliere
Laval, Quebec
Canada H7L 3V6

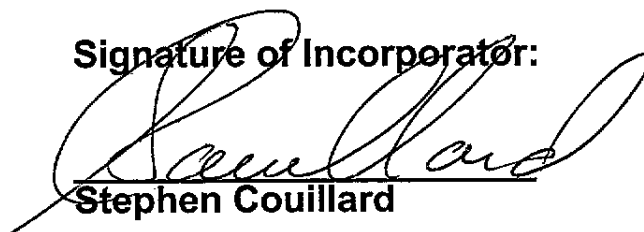
ARTICLES VI - INCORPORATORS

The name and street address of the incorporator to these articles of incorporation is:

Stephen Couillard
2625 De La Voliere
Laval, Quebec
Canada H7L 3V6

In Witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 27th. day of April, 2001.

Signature of Incorporator:

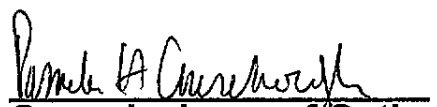

Stephen Couillard

State of Florida

County of Pinellas

The foregoing instrument was acknowledged before me this 27th. day of April, 2001 by Stephen Couillard of FiberTelecom, Inc. who is personally known to me or who has produced a Quebec driver's license as identification and who did take an oath.




Commissioner of Oaths
or Notary Public

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name of the corporation is:

FiberTelecom, Inc.

2. The name and address of the registered agent and office is:

Pamela H. Chesebrough
11740 Currie Lane
Largo, Florida 33774

Signature: 

Title: President

Date: 27th April 2001

2001 MAY -9 PM 1:25
STATE OF FLORIDA
TALLAHASSEE

FILED

Having been named to accept Service of Process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida Statutes.

Signature 
(Registered Agent)

Date April 27, 2001