

**Spaulding
Associates inc.**

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HOMESTEAD, FLORIDA 33030
PHONE (305) 246-2100
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

July 12, 2001

Florida Department of State
Division of Corporations
409 E Gaines Street
Tallahassee, FL 32314

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-07/16/01--01030--002
*****78.75 *****78.75

Re: Filing of New Corporation

To Whom It May Concern;

Please find enclosed the required "Articles of Incorporation of "CRONE TELECOM, INC.", along with the "Certificate Designating Place of Business or Domicile For the Service of Process Within Florida, Naming the Agent Upon Whom Process May Be Served" and the required check in the amount of \$78.75.

Kindly use the enclosed, prepaid express package to return the certified copy of the filing. If *None* you should have any questions, please feel free to call me at any time on my cell phone, 305- *enclosed* 632-54784. Thank you.

Sincerely,

Chris B. Spaulding

D. WHITE JUL 16 2001

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE FLORIDA

OF

CRONE TELECOM, INC.

ARTICLE I - NAME

The name of this corporation is CRONE TELECOM, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved by law, commencing with the filing of the Certificate with the Secretary of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Laws of the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Stock". This corporation may, from time to time, authorize and/or issue additional shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every Founding Shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase a pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 100 Lehane Terrace, Apt. 20, North Palm Beach, Florida, 33408, and the name of the Initial Registered Agent of this corporation is GEORGE G. MORRIS.

**ARTICLE VII - INITIAL BOARD
OF DIRECTORS AND OFFICERS**

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The name of the initial office(s) and director of this corporation is:

GEORGE G. MORRIS
100 Lehane Terrace, Apt. 20
North Palm Beach, FL 33408

President, Director
and Secretary

ARTICLE IX - CUMULATIVE VOTING

At each election for directors, every stockholder entitled to vote at such election shall have the right to accumulate his/her votes by giving one (1) candidate as many votes as the number of directors to be elected at that time multiplied by the number of his/her shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders.

ARTICLE XI - GREATER VOTING REQUIREMENTS FOR
SHAREHOLDERS WITH RESPECT TO DISSOLUTION

The affirmative vote of fifty-one (51%) percent of the issued shares of this corporation, entitled to vote thereon shall be required for the authorization of any resolution to dissolve this corporation.

ARTICLE XII - DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to adjust the compensation of the officers and directors of this corporation.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE XV - INCORPORATOR

The name of the person signing these Articles is GEORGE G. MORRIS and his address is 100 Lehané Terrace, Apt. 20, North Palm Beach, Florida 33408.

ARTICLE XVI - AMENDMENT

This 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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of July, 2001.

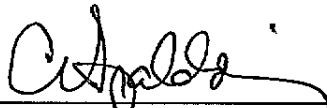


GEORGE G. MORRIS, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

This foregoing instrument was acknowledged before me this 10th day of July, 2001, by GEORGE G. MORRIS, as Incorporator for Crone Telecom, Inc., who personally appeared before me at the time of notarization and who is personally known to me or has produced his drivers license as identification and who did take an oath.

NOTARY PUBLIC:

Sign: _____

Print: Chris B. Spaulding

State of Florida at Large
My Commission Expires:



Chris B. Spaulding
Commission # CG 811313
Expires Apr. 6, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST, THAT GEORGE G. MORRIS, DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT THE CITY OF NORTH PALM BEACH, STATE OF FLORIDA, HAS
NAMED GEORGE G. MORRIS AS REGISTERED AGENT, LOCATED AT 100 LEHANE
TERRACE, APT. 20, NORTH PALM BEACH, FLORIDA, 33408.

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:


GEORGE G. MORRIS, INCORPORATOR

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THIS PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:


GEORGE G. MORRIS, RESIDENT AGENT

DATED:

JULY 10TH, 2001