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VERSACOM INTERNATIONAL, INC.

1515 North Federal Highway

Boca Raton, Florida 33432

Telephone: 561 362-6022

Facsimile: 561 362-6095

Fred Schwartz
fschwartz@versacominc.com

September 18, 2001

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*****78.50 *****78.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida, 33314

Re: Versacom Orlando, Inc.

Dear Sir or Madam,

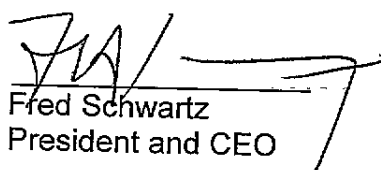
Enclosed please find Articles of Incorporation to be filed in your office. I have enclosed a check in the amount of \$78.50. I would appreciate a certified copy of the Articles.

Please telephone or e-mail me with any questions.

Very truly yours,

VERSACOM INTERNATIONAL, INC.

By:


Fred Schwartz
President and CEO

GAVE

Schwartz
AUTHORIZATION BY PHONE TO

CORRECT RA

DATE 9/25/01

DOC. EXAM D. White

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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9/25/01

ARTICLES OF INCORPORATION
OF
VERSACOM OF ORLANDO, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, Chapter 607, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida these Articles of Incorporation; and to that end we do, by these Articles set forth:

ARTICLE ONE - NAME

The name of this corporation is **VERSACOM OF ORLANDO, INC.**

ARTICLE TWO - DURATION

The corporation shall have a perpetual existence.

ARTICLE THREE - PURPOSE

The purpose of this corporation is to engage in any activity or business allowed and permitted to be done by corporations under the statutes of the State of Florida. The corporation shall transact and carry on any business hereinafter mentioned, and all other lawful business not herein delineated, as the need arises, as fully and to the same extent as natural persons might or could do, to wit:

(A) To sell, install, maintain telephone and computer equipment; purchase and hold the stock of other corporations, make investments acquired by purchase or otherwise; hold, own, mortgage, pledge, hypothecate, sell, assign, transfer or otherwise dispose of

its own corporate securities, stock or other securities or real-estate or other real or personal property.

(B) To purchase, lease, conduct, operate and negotiate to purchase or lease, and to maintain, a store or stores, offices, warehouse or other premises for sales, distribution centers, warehousing, telephone facilities, storage centers, or other outlets for the purpose of conducting the business of the corporation.

(C) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objectives of the corporation, to do and perform any other acts and things and to exercise any and all powers which a co-partnership or a natural person could do and exercise and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied or things which are necessary or desirable in order to accomplish them.

ARTICLE FOUR - CAPITAL STOCK

The aggregate number of share which the corporation is authorized to issue is 500 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE FIVE - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Principal Office of the corporation is 1515 N.

Federal Highway, Suite 418, Boca Raton, Florida 33432. The Registered Agent shall be
FRED A. SCHWARTZ, ESQ. at the same address.

ARTICLE SIX - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is one (1). The number of directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The name and address of each initial director of the corporation is as follows:

Todd Wolf	1515 N. Federal Highway, Suite 418 Boca Raton, Florida 33432
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Dominic Paris	1515 N. Federal Highway, Suite 418 Boca Raton, Florida 33432
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ARTICLE SEVEN - INCORPORATORS

The name and address of each incorporator is as follows:

Todd Wolf	1515 N. Federal Highway, Suite 418 Boca Raton, Florida 33432
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Dominic Paris	1515 N. Federal Highway, Suite 418 Boca Raton, Florida 33432
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ARTICLE EIGHT - INITIAL OFFICERS

Todd Wolf	President
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Dominic Paris	Secretary/Treasurer
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ARTICLE NINE - SUBSCRIBERS

The names and street addresses of each subscriber and the number of shares of

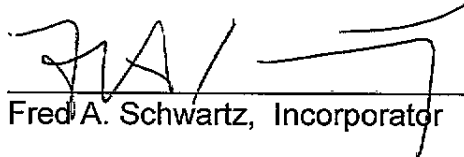
stock which each agreed to take are as follows, all the proceeds which will amount to at least One Hundred (\$100.00) Dollars:

Versacom International Inc., a Utah Corp. 500 shares/\$500.00

ARTICLE TEN - AMENDMENTS

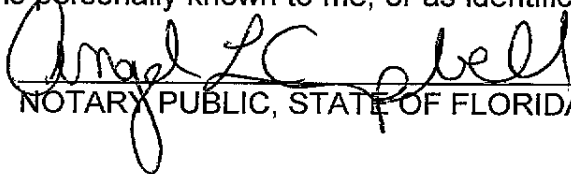
The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

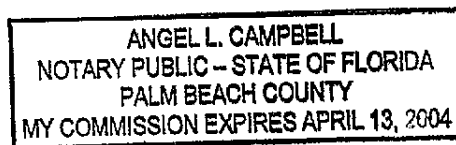
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 18th day of September, 2001.


Fred A. Schwartz, Incorporator

STATE OF FLORIDA)
)ss:
COUNTY OF)

The foregoing instrument was acknowledged before me this 18 day of Sept., 2001, by Fred A. Schwartz who is personally known to me; or as identification and who did take an oath.


NOTARY PUBLIC, STATE OF FLORIDA



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

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

That **VERSACOM OF ORLANDO, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Boca Raton, County of Boca Raton, and the State of Florida, has named FRED A. SCHWARTZ, located at 521 S.W. 15 Street, Boca Raton, Florida 33432, as its agent to accept service of process within its State.

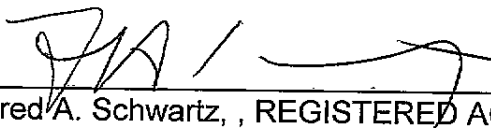


Fred A. Schwartz, INCORPORATOR

DATED: Sept 18, 2001

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said office.



Fred A. Schwartz, , REGISTERED AGENT

DATED: Sept 18, 2001

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SECRETARY OF STATE
TALLAHASSEE FLORIDA