TRINSMITAL VETTER

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

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SUBJECT: Total Telecom Corporation

(Proposed corporate name – must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee

\$78.75

Filing Fee

& Certificate

\$122.50

Filing Fee & Certified Copy \$131.25

Filing Fee Certified Copy

ADDITIONAL COPY REQUIRED

Gary G. Runyan FROM: _ Name (Printed or typed) 3960 S. Banana River Blvd. Address Cocoa Beach, FL 32931 City, State & Zip 321-784-4515 Daytime telephone number

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

Total Telecom Corporation

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

101 George King Blvd., Suite 1 Cape Canaveral, FL 32920

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

7,000,000 shares class A voting stock and

3,000,000 shares class B non-voting stock

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

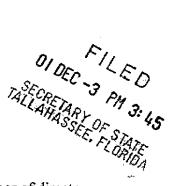
Gary G. Runyan 3960 S. Banana River Blvd. Cocoa Beach, FL 32931

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Gary G. Runyan 3960 S. Banana River Blvd. Cocoa Beach, FL 32931





ARTICLE VI DIRECTORS

This corporation shall have the following director(s) initially. The number of directors may be either increased of diminished from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial director(s) or the corporation shall be:

Kyle Brown, Director 3827 Parapet Drive Cocoa, FL 32926

Henry McCoy, Director 555 Harrison Avenue, #206 Cape Canaveral, FL 32920

Signature/Incorporator Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registerest agent

Signature/Registered Agent

11-28-01

Date