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TRANSMITTAL LETTER

FILED  
01 DEC 12 AM 8:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

900004720819--5  
-12/12/01--01060--008  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: BELL AMERICA COMMUNICATIONS CORP.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy  
 \$87.50 Filing Fee, Certified Copy & Certificate of Status  
**ADDITIONAL COPY REQUIRED**

FROM: DEBORAH GAMBONE  
Name (Printed or typed)

11900 BISCAYNE BOULEVARD, #262  
Address

MIAMI, FLORIDA 33181  
City, State & Zip

(305) 503-8645  
Daytime Telephone number

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

J. BRYAN DEC 13 2001

**ARTICLES OF INCORPORATION**

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

**ARTICLE I NAME**

The name of the corporation shall be:  
**BELL AMERICA COMMUNICATIONS CORP.**

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:  
**11900 BISCAYNE BOULEVARD  
SUITE # 262  
MIAMI, FLORIDA 33181**

**ARTICLE III PURPOSE**

The Corporation is organized to engage in all lawful acts or activities and to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, including: to purchase, lease or otherwise acquire, own, hold, improve or dispose of real or personal property.

**ARTICLE IV SHARES**

The number of shares that this corporation is authorized to have is:  
**ONE THOUSAND (1000)**

**ARTICLE V OFFICERS AND DIRECTORS**

President: **WILLIAM RHODES, JR.**  
**ADDRESS: 11900 BISCAYNE BOULEVARD  
SUITE # 262  
MIAMI, FLORIDA 33181**

Secretary: **IRVING GREENMAN**  
**ADDRESS: 11900 BISCAYNE BOULEVARD  
SUITE # 262  
MIAMI, FLORIDA 33181**

**ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

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**TALLAHASSEE, FLORIDA**

**DEBORAH GAMBONE, ESQ.**  
**11900 BISCAYNE BOULEVARD**  
**SUITE # 262**  
**MIAMI, FLORIDA 33181**

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**ARTICLE VII INCORPORATOR**

The name and address of the incorporator of this corporation is:

**DEBORAH GAMBONE, ESQ.**  
**11900 BISCAYNE BOULEVARD**  
**SUITE # 262**  
**MIAMI, FLORIDA 33181**

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Having been named as registered agent 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 registered agent.

*Deborah Gambone*  
Deborah Gambone, Esq., Registered Agent

12/11/01  
Date

The undersigned incorporator has executed these Articles of Incorporation on the date so indicated.

*Deborah R. Gambone*  
Deborah R. Gambone, Esq.

12/11/01  
Date