

GREENBERG  
ATTORNEYS AT LAW  
TRAURIG

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FILED  
01 DEC 31 PM 12:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 17, 2001

VIA US MAIL

Division of Corporation  
409 E. Gaine Street  
Tallahassee, FL 32399

Re: VOIP INTERNATIONAL, INC.

700004744477--6  
-12/31/01--01037--026  
\*\*\*\*\*80.00 \*\*\*\*\*80.00

Dear Filing Specialist:

Enclosed please find the Articles of Incorporation of VOIP INTERNATIONAL, INC. to be filed with the Secretary of State of the State of Florida and a check in the amount of \$80.00 payable to the Secretary of State of the State of Florida. Please provide us with a certified copy of the corporate charter and deliver to my attention, via US mail, to the above listed address.

If you have any questions or concerns please call me at 305-579-0624. Thank you for your prompt attention to this matter.

Sincerely,



Everton A. Bailey

EAB:eab

Enclosures

GREENBERG TRAURIG, P.A.  
1221 BRICKELL AVENUE MIAMI, FLORIDA 33131  
305-579-0500 FAX 305-579-0717 www.gtlaw.com

DB 1/3/02 ✓

ARTICLES OF INCORPORATION  
OF  
VOIP INTERNATIONAL, INC.

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The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I  
Name and Principal Office of Corporation

The name of this Corporation shall be VOIP INTERNATIONAL, INC. The initial street address of the Corporation shall be 16517 S.W. 97 Terrace, Miami, Florida 33196.

ARTICLE II  
Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation is to distribute computer products and services and to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article, unless expressly limited, shall not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III  
Stock

The Corporation is authorized to issue 3,000 shares of Common Stock, \$0.01 par value per share (the "Common Stock").

ARTICLE IV

Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Everton A. Bailey  
Greenberg Taurig  
1221 Brickell Ave., Suite 2307  
Miami, Florida 33131

ARTICLE V

Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

Address of Registered Office and Registered Agent

The street address of the initial registered office of this Corporation in the State of Florida shall be 16517 S.W. 97 Terrace, Miami, Florida 33196. The name of the initial Registered Agent of this Corporation at the above address shall be Laurence Allen.

ARTICLE VII

Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, are as follows:

Laurence Allen  
16517 S.W. 97 Terrace  
Miami, Florida 33196

Mark Allen  
16517 S.W. 97 Terrace  
Miami, Florida 33196

Daighn Jones  
6845 Parkway Drive  
Lithonia, Georgia 33058

ARTICLE VIII  
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE IX  
Director Liability

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act as currently in effect or as the same may hereafter be amended. No amendment or repeal of this Article IX made by virtue of any change in the Florida Business Corporation Act after the date hereof shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal on account of any action taken or any failure to act by such director prior to such time.

ARTICLE X  
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 17 day of December, 2001.

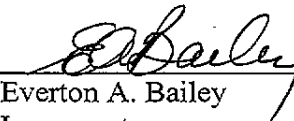
By:   
Everton A. Bailey, Incorporator

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CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501 the following  
is submitted:

VOIP INTERNATIONAL, INC., desiring to organize as a corporation under the  
laws of the State of Florida, has designated 16517 S.W. 97 Terrace, Miami, Florida 33196, as its  
initial Registered Office and has named Laurence Allen, located at said address as its initial  
Registered Agent.

By:   
Everton A. Bailey  
Incorporator

Having been named Registered Agent for the above stated corporation, at the  
designated Registered Office, the undersigned hereby accepts said appointment and agrees to  
comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said  
office. The undersigned further agrees to comply with the provisions of all statutes relating to  
the proper and complete performance of the undersigned's duties, and the undersigned is familiar  
with and accepts the obligations of the undersigned's position as registered agent.

By:   
Laurence Allen  
Registered Agent