P02000022043

Charter Number Only

2/25/02

William L. Platter

Requestor's Name

15001 N.W. 42nd ave, Hanger 47

Address

Miami, Fl. 33054

City State ZIP Phone

VALIDATION ONLY

FILED
2002 FEB 27 AM 11:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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*****70.00 *****70.00

CORPORATION(S) NAME

5Th AVE. Telcom, INC.

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02 FEB 27 AM 9:18
DIVISION OF CORPORATION

(X) Profit
(X) NonProfit
( ) Amendment
( ) Merger

( ) Foreign
( ) Dissolution
( ) Mark

( ) Limited Partnership
( ) Reinstatement
( ) Annual Report
( ) Reservation
( ) Other
( ) Change of Registered Agent

( ) Certified Copy
( ) Photo Copies
( ) Certificate Under Seal

( ) Call When Ready
(X) Walk In
( ) Will Wait
( ) Call If Problem
(X) Pick Up
( ) After 4:30
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ARTICLES OF INCORPORATION OF

5TH AVE. TELECOM, INC.

ARTICLE I – CORPORATE NAME

The name of the Corporation shall be:

5TH AVE. TELECOM, INC.

ARTICLE II – DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed and until dissolved according to Florida law.

ARTICLE III – PURPOSE

This Corporation may engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE 1V – CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of $.01 par value common stock which shall be designated "Common Stock".

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The name and street address of the initial *Registered Agent Office* and the Principal Office of the Corporation shall be:

TERRY LAGE
5440 NW 5TH AVE.
BOCA RATON, FL 33487

ARTICLE VI – INCORPORATOR

The name and street address of the Incorporator (s) of these Articles of Incorporation is/are:

TERRY LAGE
5440 NW 5TH AVE.
BOCA RATON, FL 33487

ARTICLE VII – RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders of to this Corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the Shareholders of this Corporation.

ARTICLE VIII – BY-LAWS

The power to adopt, alter, amend or appeal the By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE IX – POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporations Act.

ARTICLE X – INDEMNIFICATION

This Corporation shall indemnify any Officer of Director, or any former Officer of Director, to the full extent permitted by law.

ARTICLE XI – AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

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 **February 18, 2002**.

TERRY LAGE

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFIED REGISTERED AGENT
OF

5TH AVE. TELECOM, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:
5440 NW 5TH AVE.
BOCA RATON, FL 33487
Has named: *TERRY LAGE*
Located at the aforesaid address, as its Registered Agent to accept services of process within this state.

ACKNOWLEGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Laws in keeping open said office.

TERRY LAGE