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ACCOUNT NO. : 072100000032

REFERENCE : 503027 7173754

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 29, 2002

ORDER TIME : 10:53 AM

ORDER NO. : 503027-005

CUSTOMER NO: 7173754

CUSTOMER: Kenneth Wurtenberg, Cpa
Kenneth Wurtenberg, Cpa

Suite 201
16969 Nw 67th Avenue
Miami, FL 33015

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*****78.75 *****78.75

FILED
MAR 29 AM 11:05
TALLAHASSEE FLORIDA

DOMESTIC FILING

NAME: TELEPHONY NETWORK
TECHNOLOGIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

4/1/02

FILED
2002 MAR 29 AM 10:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

**ARTICLES OF INCORPORATION
OF
TELEPHONY NETWORK TECHNOLOGIES, INC.**

2002 MAR 29 AM 10:05

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be **TELEPHONY NETWORK TECHNOLOGIES, INC.**

**ARTICLE II
NATURE OF BUSINESS**

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

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV
ADDRESS**

The street address of the initial registered office of the corporation shall be 13615 S. Dixie Highway, Suite 485, Miami, Florida, 33176, and the name of the initial Registered Agent for the corporation at that address is Darryl Smith.

**ARTICLE V
SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

**ARTICLE VI
TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE VII
LIMITATION OF LIABILITY**

Each director, shareholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, shareholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, shareholder or officer may be entitled as a matter of law.

**ARTICLE VIII
SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

**ARTICLE IX
DIRECTORS**

This corporation shall have a minimum of two directors. The initial Board of Directors shall consist of:

Darryl Smith	335-60-1327	13615 S Dixie Highway, Suite 485	Miami, Florida 33176
Joseph Zeigler	264-23-0338	13615 S Dixie Highway, Suite 485	Miami, Florida 33176

**ARTICLE X
INCORPORATOR**

The name and address of the incorporator is:

Joseph Zeigler 264-23-0338 13615 S Dixie Highway, Suite 485 Miami, Florida 33176

**ARTICLE XI
AMENDMENT**


This Corporation reserves the right to amend, alter, change or repeal any provision(s) contained in these Articles of Incorporation or any amendment thereto, in the manner now or hereafter prescribed by statute and any rights conferred upon the shareholders are subject to reservation.

**ARTICLE XII
LIMITATION ON PAYMENT OF DEBTS**

The private property of the shareholders shall not be subject to the payment of corporate debts in any extent whatsoever. The Corporation shall have first lien on the share of its shareholder(s), and upon any dividends due thereon, for any indebtedness of such shareholder(s) to the Corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 28th day of March, 2002.

Incorporator:



Joseph Zeigler

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

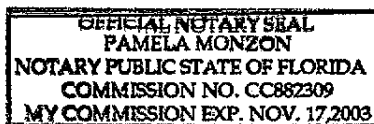
The foregoing instrument was executed and acknowledged before me this 28th day of March, 2002, by Joseph Zeigler.



Notary Public, State of Florida

(SEAL)

My Commission Expires:



DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

FILED

2002 MAR 29 AM 10: 05

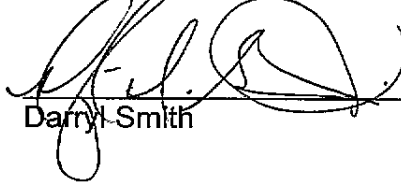
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in compliance with the laws of the State of Florida, **TELEPHONY NETWORK TECHNOLOGIES, INC.**, a corporation organizing under the laws of the State of Florida, with its principal office located at 13615 S. Dixie Highway, Suite 485, Miami, Florida, 33176, has named Darryl Smith, whose address is 13615 S. Dixie Highway, Suite 485, Miami, Florida, 33176, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:


Darryl Smith

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, this day personally appeared Darryl Smith, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

March **WITNESS** my hand and official seal this 28th day of 2002.


Notary Public, State of Florida

(SEAL)

My Commission Expires:

