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ACCOUNT NO. : 072100000032

REFERENCE : 609783 81106A

AUTHORIZATION :

COST LIMIT : \$ PPD

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2002 JUN -5 PM 1:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : June 5, 2002

ORDER TIME : 11:28 AM

ORDER NO. : 609783-005

CUSTOMER NO: 81106A

CUSTOMER: David E. Goldman, Esq
David E. Goldman, Esq

Suite 100
20700 West Dixie Highway
N. Miami Beach, FL 33180

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-06/05/02-01035-013
*****78.75 *****78.75

DOMESTIC FILING

NAME: ISLAND TELECOM DISTRIBUTORS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

RECEIVED
02 JUN -5 PM 12:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA
6/5/02

FILED

2002 JUN -5 PM 1:15

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
ISLAND TELECOM DISTRIBUTORS, INC.**

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of the corporation shall be ISLAND TELECOM DISTRIBUTORS, INC.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the corporation shall be located at 18677 West Dixie Highway, Suite 168, Aventura, Florida 33180.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares which the corporation is authorized to have outstanding at any time shall be ONE HUNDRED (100) common shares at a value of FIVE DOLLAR AND 00/100 (\$5.00) per share.

**ARTICLE IV
INITIAL REGISTERED AGENT AND ADDRESS**

The registered agent of said corporation is DAVID E. GOLDMAN, and the registered office shall be 20700 West Dixie Highway, Suite 100, North Miami Beach, Florida 33180.

**ARTICLE V
GENERAL NATURE OF BUSINESS**

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all activities or businesses permitted under the laws of the United States and of this State, as fully and to the same extent as natural persons might or could do.

ARTICLE VI
AMOUNT OF CAPITAL TO BEGIN BUSINESS WITH

The amount of capital with which this corporation shall commence business shall be no less than One Hundred (\$100.00) Dollars.

ARTICLE VII
EXISTENCE OF CORPORATION

The existence of this corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE VIII
NUMBER OF DIRECTORS

The number of directors of this corporation shall be no less than one (1).

ARTICLE IX
BOARD OF DIRECTORS

The name and post office addresses of the Board of Directors and Officers of this corporation are:

Louis Lafauci	
3205 N.E. 184 th Street, #9206	President/Secretary/Treasurer
Aventura, Florida 33160	

ARTICLE X
SUBSCRIBERS

The name and post office address of the subscriber and his interest is as follows:

Louis Lafauci	
3205 N.E. 184 th Street, #9206	100 shares
Aventura, Florida 33160	

ARTICLE XI
POWERS

The director of this corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter, amend and repeal the By-Laws, and to set apart,


out of any funds of the corporation available for dividends a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation in any manner now or thereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein granted subject to this reserve.

ARTICLE XII
INCORPORATOR(S)

The incorporator of the within named corporation is **LOUIS LAFAUCI**.

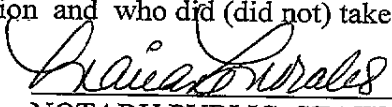
The undersigned have executed these Articles of Incorporation this 31st day of May, 2002.


LOUIS LAFAUCI, Incorporator

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 31st day of May, 2002, by LOUIS LAFAUCI, who is personally known to me, or who has produced NJ. Drivers License # as identification and who did (did not) take an oath.
L 0121 - 48863 - 10614

My Commission Expires:


NOTARY PUBLIC, STATE OF FLORIDA



Mariana Morales
My Commission DD088389
Expires October 22, 2005

FILED

2002 JUN -5 PM 1:15

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **ISLAND TELECOM DISTRIBUTORS, INC.**
2. The name and address of the registered agent is:

DAVID E. GOLDMAN
20700 West Dixie Highway, Suite 100
North Miami Beach, Florida 33180


LOUIS LAFAUCI

Dated this 31 day of May, 2002.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED ABOVE, 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.

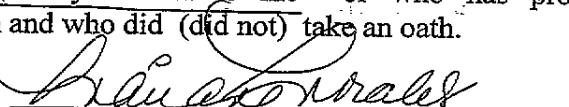

DAVID E. GOLDMAN

Dated this 31 day of May, 2002.

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 31st day of May, 2002, by DAVID E. GOLDMAN, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

My Commission Expires:


NOTARY PUBLIC, STATE OF FLORIDA



Mariana Morales
My Commission DD088399
Expires October 22, 2006