

**Electronic Articles of Incorporation
For**

P02000115923
FILED
October 29, 2002
Sec. Of State

BAY TELECOMMUNICATIONS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

BAY TELECOMMUNICATIONS, INC.

Article II

The principal place of business address:

100 NORTH BISCAYNE BOULEVARD
SUITE 200
MIAMI, FL. US 33132

The mailing address of the corporation is:

POST OFFICE BOX 1600
CASTLE ROCK, CO. US 80104

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1,000

Article V

The name and Florida street address of the registered agent is:

DONNA LE MAIRE
398-I GOLFVIEW ROAD
NORTH PALM BEACH, FL. 33408

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: DONNA LE MAIRE

Article VI

The name and address of the incorporator is:

J. THOMAS FAY
157 CHENEY PLACE

CASTLE ROCK, CO 80104 US

Incorporator Signature: J. THOMAS FAY

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
JOHN T FAY
157 CHENEY PLACE
CASTLE ROCK, CO. 80104 US

Article VIII

The effective date for this corporation shall be:

10/28/2002