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EXPRESS

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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

ITCI INDEPENDENT TELECOM CONSULTANTS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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Department of State 1/6/2003 9:50 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

January 6, 2003 --

EXPRESS CORPORATE FILING SERVICE INC.

SUBJECT: ITCI INDEPENDENT TELECOM CONSULTANTS, INC.
REF: W03000000266

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

The registered agent and street address must be consistent wherever it appears in your document.

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Claretha Golden
Document Specialist
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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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03 JAN -7 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

ITCI, INC.

We, the undersigned, do hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions:

ARTICLE I

THE NAME of the Corporation shall be:

ITCI, INC.

ARTICLE II

THE CORPORATION may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

THE MAXIMUM number of shares of stock which the Corporation shall have outstanding at any time, shall be **ONE HUNDRED (100)** shares of stock which shall be common stock of a par value of **FIFTY DOLLARS (\$ 50.00)** per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

ARTICLE IV

THIS CORPORATION shall begin business with a minimum capital in the amount of **FIVE THOUSAND DOLLARS (\$5000.00)**.

ARTICLE V

THIS CORPORATION shall have perpetual existence.

ARTICLE VI

THE PRINCIPAL office of the Corporation shall be located at:

**8009 N.W. 36TH STREET
SUITE 230
MIAMI FLORIDA 33166**

OTHER OFFICES for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE VII

The Board of Directors, who need not be stockholders of the corporation, shall manage THE BUSINESS of the Corporation. The number of the Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE VIII

THE NAMES and mailing addresses of the members of the First Board of Directors and officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTORS

**JAMES J. BUCOLO 17518 NW 7 COURT, PEMBROKE PINES, FLORIDA 33029
VICTOR H. PRADENAS 12696 N.W. 11 LANE, MIAMI FLORIDA 33182**

OFFICERS

**JAMES J. BUCOLO
VICTOR H. PRADENAS**

**PRESIDENT/DIRECTOR
SECRETARY/DIRECTOR**

ARTICLE IX

THE NAMES and mailing addresses of each of the incorporators to this Certificate of Incorporation are as follows:

JAMES J. BUCOLO
VICTOR H. PRADENAS

17518 NW 7 COURT, PEMBROKE PINES, FLORIDA 33029
12696 N.W. 11 LANE, MIAMI FLORIDA 33182

ARTICLE X

THIS CORPORATION shall have full power to carry on and transact each or all of the business enumerated in Article II of this Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE XI

THIS CORPORATION shall have the power to issue the whole or any part, as determined by the Board of Directors, of the shares of the capital stock as partly said, subject to calls thereon until the whole thereof shall have been paid.

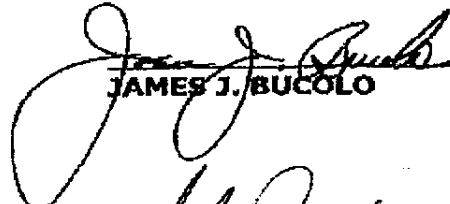
ARTICLE XII


UPON ELECTION of the Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law, whether said stock shall be fully or partially paid, unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE XIII

THE CORPORATION shall designate **JAMES J. BUCOLO** with offices located at **8009 N.W. 36TH STREET, SUITE 230 MIAMI FLORIDA 33166** as Registered Agent to be in charge of the Corporate Registered Office as required by State Law.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and affixed their seals on this **January 3, 2003**


JAMES J. BUCOLO


VICTOR H. PRADENAS

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• ((C-H03000002141))

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JAN -7 AM 7:50

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted,
in compliance with said Act:

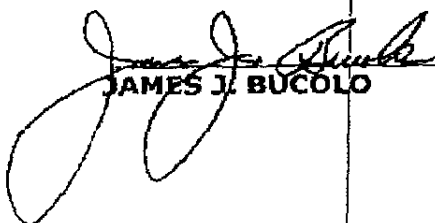
That **ITCI, INC.** principal
office, as indicated in the Articles of Incorporation, in the City of **MIAMI**,
County of **DADE**, State of Florida has named:

JAMES J. BUCOLO
8009 NW 36TH ST SUITE 250
MIAMI, FLORIDA 33166

as its Agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated
Corporation, at place designated in this Certificate, I hereby accept to act in this
capacity, and agree to comply with the provision of said Act relative to keeping
open said office.


JAMES J. BUCOLO