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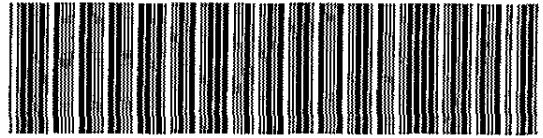
(Business Entity Name)

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STATE
OF
NEW YORK
DEPARTMENT OF
CORPORATIONS

2-18-03

LAW OFFICES
JOHN GALE

A PROFESSIONAL ASSOCIATION

Brickell Bay Office Tower
1001 Brickell Bay Drive, Suite 1508
Miami, FL 33131

Tel: (305) 536-0100
Fax: (305) 536-0120

February 12, 2003

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

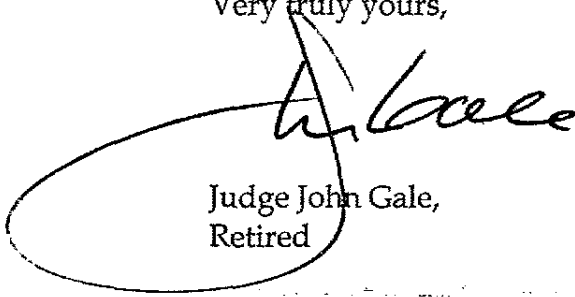
RE: Articles of Incorporation
The G & L Group, Inc.

Dear Secretary:

Enclosed is an original and copy of the above-referenced Articles. Also enclosed is my check in the amount of \$78.75 for a certified copy of the filed Articles. The requisite stamped return envelope is also attached.

Thank you for your kind cooperation in the filing and certification of same.

Very truly yours,



Judge John Gale,
Retired

JG:gb

Enclosures

ARTICLES OF INCORPORATION

OF

THE G & L GROUP, INC.

ARTICLE I

NAME

The name of this corporation shall be:

THE G & L GROUP, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business in the State of Florida including, but not limited to, telecommunications.

ARTICLE IV

STOCK

The corporation is authorized to issue one hundred (100) shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated as "common shares."

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ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, on the sale of or cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

REGISTERED OFFICE AND AGENT AND PRINCIPLE PLACE OF BUSINESS

The street address of the initial registered office of this corporation is 1001 Brickell Bay Drive, #1508, Miami, FL 33131, and the name of the initial Registered Agent of this corporation at that address is John Gale. The principle place of business 1001 Brickell Bay Drive, #1508, Miami, FL 33131.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may increase or decrease from time to time by the by-laws; however, there shall never be less than one (1) director nor more than five (5). The name and addresses of the initial Board of Directors of the corporation are:

ERNESTO LIEBSTER	President	1001 Brickell Bay Drive, #1508 Miami, Florida 33131
JOHN GALE	Vice President/ Secretary	1001 Brickell Bay Drive, #1508 Miami, FL 33131

ARTICLE VIII

INCORPORATORS

The name and address of the incorporator of these Articles is John Gale, 1001 Brickell Bay Drive, #1508, Miami, FL 33131

ARTICLE IX

INDEMNIFICATION

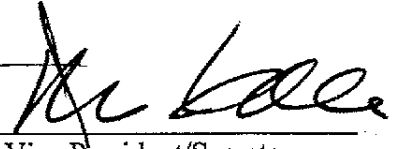
The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11 day of FEBRUARY, 2003.



John Gale, Vice President/Secretary

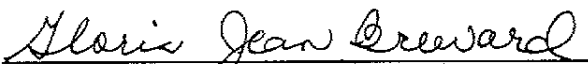
STATE OF FLORIDA)

)SS:

COUNTY OF DADE)

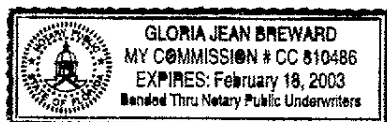
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared JOHN GALE, to me known to be the person described herein, or who produced _____ as identification, and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 11 day of February, 2003.



NOTARY PUBLIC,
STATE OF FLORIDA AT LARGE

My Commission Expires:

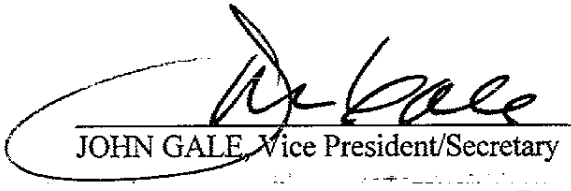


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of section 607.0501 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designing the registered office/registered agent, in the state of Florida.

1. The name of the corporation is **THE G & L GROUP, INC.**
2. The name and address of the registered agent and office is:

JOHN GALE
1001 Brickell Bay Drive, #1508
Miami, FL 33131


JOHN GALE, Vice President/Secretary

FEBRUARY 11, 2003
Date

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


JOHN GALE

Signature

FEBRUARY 11, 2003
Date

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STATE
SECRETARY OF
CORPORATIONS
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