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05/16/03--01002--003 **78.75

FILED
2003 MAY 15 AM 11:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

5/23/03



Florida Incorporators, Inc.

Mark S. Hankins
President
8875 Hidden River Pkwy Ste. 300
Tampa, FL 33637

May 13, 2003

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Mantis Telecom, Inc.

FILED
2003 MAY 15 AM 11:12
CLERK OF STATE
TALLAHASSEE FLORIDA

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$78.75 representing the filing fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,

Mark Hankins
President

Articles Of Incorporation
Of
MANTIS TELECOM, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is Mantis Telecom, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is TEN THOUSAND (10,000) SHARES of capital stock, \$.0001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is ONE (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

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ROBERT JAMES BENNETT
3031 N. OCEAN BLVD. SUITE 1508
FT. LAUDERDALE, FL 33308

2003 MAY 15 AM 11:12

SECRETARY OF STATE
TALLAHASSEE FLORIDA

SEVENTH: The name and address of the incorporator is:

ROBERT JAMES BENNETT
3031 N. OCEAN BLVD. SUITE 1508
FT. LAUDERDALE, FL 33308

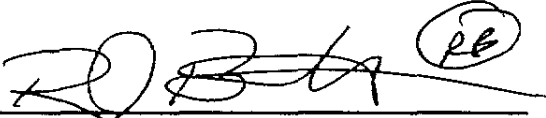
EIGHTH: The name and address of the initial registered agent and the initial registered office is:

ROBERT JAMES BENNETT
3031 N. OCEAN BLVD. SUITE 1508
FT. LAUDERDALE, FL 33308

NINTH: The mailing address and principal office of the corporation is:

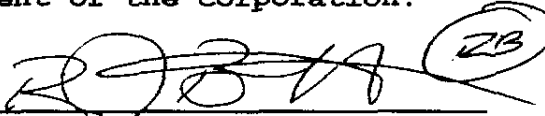
MANTIS TELECOM, INC.
3031 N. OCEAN BLVD. SUITE 1508
FT. LAUDERDALE, FL 33308

DATED: May 8, 2003


ROBERT JAMES BENNETT
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.


ROBERT JAMES BENNETT