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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : THOMAS M. CLARK, P.A.
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Phone : (954) 776-3800
Fax Number : (954) 776-3825

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

USA Telecom Solutions, Inc.

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**ARTICLES OF INCORPORATION
OF
USA TELECOM SOLUTIONS, INC.**

ARTICLE I - NAME

The name of this corporation is USA TELECOM SOLUTIONS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all legal business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value stock.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Fax Audit Number: H03000218984 0
Prepared by: Thomas M. Clark, Esq.
Thomas M. Clark, P.A.
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Ft. Lauderdale, Florida 33308
(954) 776-3800
Florida Bar No. 141497

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 6280 NW 27th Way, Ft. Lauderdale, Florida 33309, and the name and address of the initial registered agent of this corporation is Thomas M. Clark, at 2400 East Commercial Boulevard, Suite 820, Ft. Lauderdale, Florida 33308.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director of this corporation is:

Salvatore DiBattista
6776 NW 66th Way
Parkland, Florida 33067

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Thomas M. Clark
2400 E. Commercial Boulevard, #820
Fort Lauderdale, FL 33308

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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 provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed this Articles of Incorporation on June 23rd, 2003.


THOMAS M. CLARK

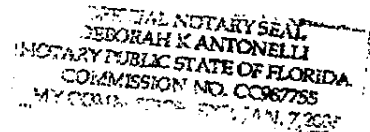
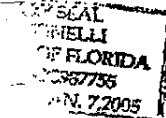
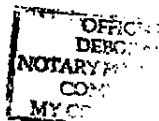
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME personally appeared THOMAS M. CLARK, to me well known and known to me to be the person described in and who executed the foregoing instrument, or who produced _____ as identification, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 23 day of June, 2003.

Deborah K. Antonelli
NOTARY PUBLIC

My commission Expires:
(Seal)



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST THAT USA TELECOM SOLUTIONS, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT THE CITY OF FORT LAUDERDALE, STATE OF FLORIDA,
HAS NAMED THOMAS M. CLARK, AT 2400 EAST COMMERCIAL BOULEVARD, SUITE
820, FORT LAUDERDALE, FL 33308, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE

THOMAS M. CLARK
INCORPORATOR

DATE: JUNE 23rd, 2003

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER ACCEPT TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE

THOMAS M. CLARK, REGISTERED AGENT

DATE: JUNE 23rd, 2003

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