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

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

FLORIDA PROFIT CORPORATION OR P.A.

TEL Holdings, Inc.

Certificate of Status	1
Certified Copy	0
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
TEL Holdings, Inc.

Article II. Address

The Corporation's mailing address is:
TEL Holdings, Inc.
2200 S. Dixie Highway
Suite 702 B
Miami FL 33133

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Thomas E. Lewis
2200 S. Dixie Highway
Suite 702 B
Miami FL 33133

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Thomas E. Lewis

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Martin A. Zucker, Esq. | FL Bar Member 0166170
Martin A. Zucker, P.A.
800 West Cypress Creek Road
Suite 502
Fort Lauderdale FL 33309
954-727-9920

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Martin A. Zucker, Esq.
Martin A. Zucker, P.A.
800 West Cypress Creek Road
Suite 502
Fort Lauderdale FL 33309

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on July 29, 2003.

The undersigned incorporator executed these Articles of Incorporation on July 30, 2003.



MARTIN A. ZUCKER, ESQ.
by D. Stoutt as attorney-in-fact

Martin A. Zucker, Esq. | FL Bar Member 0166170
Martin A. Zucker, P.A.
800 West Cypress Creek Road
Suite 502
Fort Lauderdale FL 33309
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

TEL Holdings, Inc.

REGISTERED AGENT/OFFICE:

Thomas E. Lewis
2200 S. Dixie Highway
Suite 702 B
Miami FL 33133

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



THOMAS E. LEWIS
by D. Stoutt as attorney-in-fact

Date: July 30, 2003

Martin A. Zucker, Esq. | FL Bar Member 0166170
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