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Alan E. Greenfield, Esq. Alyson E. Greenfield, Esq.

Roy R. Lustig, Esq. Of Counsel

15105 N.W. 77th Avenue Hops International Building Suite 303 Miami Lakes, FL 33014 Tel. (305) 557-2286 Fax (305) 557-3484 E-Mail:AEGlawyer@aol.com

2600 Douglas Road Douglas Centre-Suite 908 Coral Gables, FL 33134 Tel. (305) 442-2423 Fax (305) 443-9716

July 26, 2005

Registration Section Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

Re: Minority Telecom Resalers, Inc.

Dear Sir/Madam:

Please find enclosed the original and one copy of Articles of Amendment to the Articles of Incorporation of Minority Telecom Resalers, Inc. together with my office account check in the sum of \$70.00 to cover the costs of the filing.

Please return a filed copy of the Articles together with your customary letter of acknowledgment.

Thank you for your continued cooperation.

Very truly yours,

ALAN'E. GREENFIELD

encls: (as stated)

ARTICLES OF INCORPORATION

OF

MINORITY TELECOM RESALERS, INC.

<u>ARTICLE I</u>

NAME: The name of this corporation is: MINORITY TELECOM RESALERS, INC.

ARTICLE II

COMMENCEMENT OF EXISTENCE: This corporation shall commence to exist on the date filed with the Secretary of State.

ARTICLE III

PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

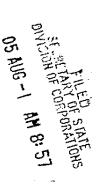
CAPITAL STOCK: This corporation is authorized to issue 1000 shares of \$.50 par value common stock, which shall be the only class of shares authorized at this time.

ARTICLE V

PRE-EMPTIVE RIGHTS: Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, or class of service as that which he already holds, 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

INITIAL REGISTERED OFFICE AND AGENT: The street address of the principal office of this corporation is 5633 Rodman Street, #8, Hollywood, Florida 33023. The name of the initial registered office and initial registered agent of this corporation is: Alan E. Greenfield,



Esq. 15105 NW 77th Avenue, Ste. #303, Miami Lakes, FL 33014.

ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS: This corporation shall initially have three (3) directors, however at no time shall it have less than one (1) nor more than seven (7). The name and address of the sole Director and President and Secretary is: Norris Shortridge, of 5617 Funston Street, Hollywood, Florida 33023.

ARTICLE VIII

INCORPORATOR: The names and address of the person signing these Articles of Incorporation, as an incorporator is: Alan E. Greenfield, Esq., 15105 NW 77th Avenue, Ste. #303, Miami Lakes, FL 33014.

ARTICLE IX

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

IN WITNESS WHEREOF, the undersigned subscribed have executed these Articles of Incorporation, this 26 day of July, 2005.

ALAN E. GREENFIELD

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that **Minority Telecom Resalers, Inc.**, with its principal office located at 5633 Rodman Street, #8, Hollywood, Florida 33023 has named **Alan E. Greenfield, Esq.**, located at 15105 NW 77th Avenue, Miami Lakes, Florida 33014, as its agent to accept service of process within this state.

Having been named to accept service of process for the above-stated corporation, at the place designate in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act.

ALAN E. GREENFIELD

Registered and Resident Agent