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(Requestor's Name)

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(City/State/Zip/Phone #)

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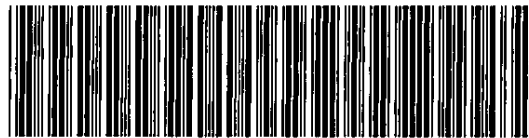
(Business Entity Name)

(Document Number)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
06 JUL -5 AM 7:48

Clegalforms Cov.letMagnolia teltelecom Inc.

LOUIS R. BELLER
900 EUCLID AVENUE, UNIT 4
MIAMI BEACH, FLORIDA 33139
Phone (305) 531-0660

June 28, 2006

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

Re:MAGNOLIA TELECOM INC.
ATT;NEW FILING DIV.

Enclosed please find A money order in the sum of \$78.75 for payment of the filing fee, registered agent's fee AND for A CERTIFIED COPY of the above new corporation.

Please mail me a copy of The corporation after you have certified same, showing when it was filed for record.

If you have any question regarding the above, please call me at (305) 531-0660.

Thank you for your cooperation.

Yours very truly,



LOUIS R. BELLER

**ARTICLES OF INCORPORATION OF
MAGNOLIA TELECOM INC.**

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ARTICLE I - NAME

The name of this corporation is:

MAGNOLIA TELECOM INC.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and/or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of common stock, at one cent (\$.001) par value, per share.

**ARTICLE V -
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal and registered office of this corporation is 900 Euclid^{Avenue} Unit 4, Miami Beach, Fl 33139 and the name of the initial registered agent of this corporation at that address is LOUIS R. BELLER.

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2), Director constituting

the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Nick Hinskens President, Treasurer & Director	900 Euclid Avenue. Unit 4 Miami Beach, Florida 333139
Rick Septembre Secretary, and Director	900 Euclid Avenue. Unit 4 Miami Beach, Florida 333139

ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME	ADDRESS
Nick Hinskens President, Treasurer & Director	900 Euclid Avenue. Unit 4 Miami Beach, Florida 333139
Rick Septembre Secretary, and Director	900 Euclid Avenue. Unit 4 Miami Beach, Florida 333139

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 subscribers have EXECUTED these Articles of Incorporation this 29th day of June 2006.



Nick Hinskens Subscriber

Rick Septembre Subscriber

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT
IN
ARTICLES OF INCORPORATION OF **MAGNOLIA TELECOM INC.**

LOUIS R. BELLER, having a Business Office at
900 Euclid Avenue. Unit 4, Miami Beach, Florida 333139 having been
designated as Registered Agent in the ARTICLES OF INCORPORATION
OF **MAGNOLIA TELECOM INC.**

is familiar with and accepts the position of Registered Agent as
designated in the ARTICLES OF INCORPORATION OF **MAGNOLIA
TELECOM INC.**

,under Section 607.0505 of the FLORIDA STATUTES.

DATED THIS 29 DAY OF June 2006.



LOUIS R. BELLER

(Seal)

900 Euclid Avenue. Unit 4,
Miami Beach, Florida 333139
305-531-0660

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