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BROWN, WALDRON & CARLTON

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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WALDRON & CARLTON, P.A.

EUGENE E. WALDRON, JR.

DAVID P. CARLTON

VINCENT A. SYCA

SANDRA SANDERS

January 29, 1998

Division of Corporations
FLORIDA DEPARTMENT OF STATE
Post Office Box 6327
Tallahassee, Florida 32304

Re: Team Telecom International, Inc.

Dear Sir or Madam:

Enclosed are original and one (1) copy of the Articles of Dissolution of the above-referenced corporation and this Firm's check in the amount of \$35.00 made payable to Florida Department of State. Please stamp the copy as received and return the copy in the self-addressed, stamped envelope I have provided for your convenience.

Your cooperation and assistance in this matter are appreciated.

Sincerely,

BROWN, WALDRON & CARLTON

Eugene E. Waldron Jr
Eugene E. Waldron, Jr. *nm*

EEWJr:nm
Enclosures

corp1\secofstate.

Signed in the absence of
Eugene E. Waldron, Jr.
to avoid delay
in mailing.

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FILED
98 FEB -2 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Voldis

VS FEB 4 1998

ARTICLES OF DISSOLUTION

OF

TEAM TELECOM INTERNATIONAL, INC.

FILED
98 FEB -2 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the corporation is **TEAM TELECOM INTERNATIONAL, INC.** (the "Corporation"). It was organized under the laws of the State of Florida on December 18, 1992.

Upon the recommendation of the Board of Directors, the stockholders have, by unanimous written consent, elected to dissolve the Corporation. A copy of the consent authorizing the dissolution as of December 31, 1997, is incorporated and attached as Exhibit "A".

IN WITNESS WHEREOF, the undersigned have executed these Articles of Dissolution on December 31, 1997, in Arcadia, DeSoto County, Florida.

TEAM TELECOM INTERNATIONAL, INC.
A Florida corporation

By Sue H. English
SUE H. ENGLISH,
Its President

Attest J. Paul English
J. PAUL ENGLISH
Its Secretary

(Corporate Seal)

WRITTEN CONSENT OF THE STOCKHOLDERS AND DIRECTORS IN
LIEU OF MEETING OF BOARD OF DIRECTORS
AND STOCKHOLDERS PURSUANT TO 607.0704 AND 607.0831
OF THE FLORIDA BUSINESS CORPORATION ACT

OF

TEAM TELECOM INTERNATIONAL, INC.

The undersigned being all of the Officers, Stockholders and Directors of the above-named corporation, hereby take the following actions by written consent in lieu of a Special Meeting of the Board of Directors and Stockholders:

RESOLVED, that the corporation be liquidated in accordance with the provisions of the Internal Revenue code of 1954; as amended, and further

RESOLVED, as follows:

- A. That there are no creditors of the corporation.
- B. That there are no assets of the corporation.


RESOLVED, that in accordance with such plan of liquidation, the officers, directors and accountant for the corporation be and they are authorized and directed to:

1. File the appropriate forms with the District Director of Internal Revenue Service at Chamblee, Georgia, together with a copy of this consent.
2. File Articles of Dissolution with the Secretary of State in Tallahassee, Florida.
3. File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, and

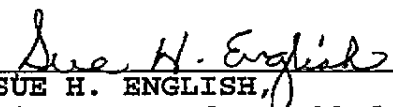
FURTHER RESOLVED, that all actions taken on behalf of the corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, be and the same are hereby ratified and confirmed in all respects.

DATED: December 31, 1997.

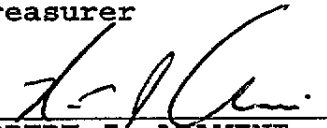
APPROVED AND ACCEPTED:



J. PAUL ENGLISH
Director and Stockholder
Vice-President/Secretary/
Treasurer



SUE H. ENGLISH,
Director and Stockholder
President



ROBERT J. ARAMINI,
Shareholder and Vice-President