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01/26/95 12:36 FAS-T CORPORATE AGENTS (305) 592-9591

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FROM: FAS-T CORP. AGENTS, INC.
8405 NW 53RD ST
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ARTICLES OF INCORPORATION OF

MULTISERVICE TEL MEX. CORP.

We the undersigned, in order to form a corporation under and pursuant to the provisons of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

I

The name of the corporation shall be:

MULTISERVICE TEL MEX, CORP.

II

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or h.uses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, wether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchasesd or acquired, or for other lawful objects.

D. To guarantee,purchases, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the right of said instruments and agreements.

Prepared By: Nancy Ramirez
106 North Homestead Blvd
Homestead, Fl 33030
(305)265-0750

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E. To purchase, hold, sell and transfer shares of its own capital stock: subject, however, to such limitations as may be provided law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own. business, or for the purpose of accomplishment of any of the purposes or attainments of the objects herein above specified to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

III

The number of shares of stock that this corporation is authorized to save outstanding at any time is 500 shares of $1.00 par values.

IV

The amount of capital with which this corporation shall begin business shall be $500.00

V

The existence of this corporation shall be perpetual.

VI

The principal office of this corporation shall be located at:

106 North Homestead Blvd
Homestead, Florida 33030

VII

The Board of Directors of this corporation shall consist of not less than one (1) and not more than five (5) members.

VIII

The nam and address of the first Board of Directors, who shall, subject to these articles of Incorporation, By-laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, is (are) as follows:

Nancy Ramirez 106 North Homeasted Blvd. Homestead, Fl. 33030

IX

The registered agent and the registered office for this corporation is:

Nancy Ramirez 106 North Homestead Blvd. Homestead, Fl 33030

X

The name of the subscriber(s) to these Articles of Incorporation, is (are) Nancy Ramirez.--------------------- The total aggregate amount of shares each agrees to take shall be de sum of 500 at $1.00 par value for a total amount of $500.00. The address shall be:

106 North Homestead Blvd
Homestead, Fl 33030

XI

The officer(s) of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

Nancy Ramirez President, Secretary & Treasurer

XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder, or when there are two or more stockholders owning stocks in the corporation, at a meeting held for that purpose stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of one director who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The Stockholders shall also elect such person(s) to fill the offices of: President, Vice-President, Secretary and Treasurer and such other offices as are permited by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

XIII

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation. I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

Nancy Ramirez

IN WITNESS WHEREOF, we have hereunto made, subscribed and acknowledged these Articles of Incorporation.

Nancy Ramirez

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, The undersigned authority did personally appeared the persons known by me to be, Nancy Ramirez who after being duly sworn, acknowledge the foregoing to be their act and deed

WITNESS my hand and seal this 25 day of January, 1995.

NOTARY PUBLIC, STATE OF FLA.

My Commission Expires:

A. SOLANO
MY COMMISSION # CC 252584
EXPIRES: January 1, 1997
Bonded Thru Notary Public Underwriters