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Address		
Tallabassee, FL. 32301	(904) 656-8298	
City State Zip	Phone	31 11 11 11 1 1 1 1 1 1 1 1 1 1 1 1 1 1
CORPORATI	ON(S) NAME	
NET TEL,	INC.	
YProfit - ARTICLES		
() NonProfit	() Amendment	() Merger
() Foreign	() Dissolution/Withdrawal	() Mark
() Limited Partnership	() Annual Report	() Other
() Reinstatement	() Reservation	() Change of R.A.
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CR2E031 (1-89)

STATE OF FLORIDA

ARTICLES OF INCORPORATION

OF

	<u>Net</u>	Tel, Inc.	
	C 0000004TCC TI	T 0.47100170 7117 0701	
FIRS1: 1H 607.0401 IS: Net	E CORPORATE NAME THA Tel, Inc.	T SATISFIES THE REQU	JIREMEN IS OF SECTION
	THE ADDRESS OF THE PF ATION IS: 1985 South Ocea		
	HE NUMBER OF SHARES To son Shares with a Par Value		AUTHORIZED TO ISSUE
*FOURTH: TION OF EACH C	(a) IF THE SHARES ARE T LASS IS:	TO BE DIVIDED INTO C	LASSES, THE DESIGNA-
N/A		N/A	
			
	TATEMENT OF THE PREFE OF THE SHARES OF EACH		S AND RELATIVE RIGHTS
CLASS	PREFERENCES	LIMITATIONS	RELATIVE RIGHTS
Common	N/A	N/A	А/и
			
	IF THE CORPORATION IS SS IN SERIES, THE DESIGN		
N/A	 	N/A	
			
(*Optional)			

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INSOFAR AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION: RELATIVE RIGHTS SERIES PREFERENCES N/A N/A N/A (c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES: N/A SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE: Granted SEVENTH: PROVISIONS FOR THE REGUALTION OF THE INTERNAL AFFAIRS OF THE **CORPORATION ARE:** None EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 1200 South Pine Island Road, Plantation, FL 33324 _, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS CT Corporation System *NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS one _____, AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

TENTH: THE	NAME	AND A	DDRES	SOFE	ACH INCO	RPORA	TOR IS:			11 Min 12
Fran	cis I	P. Reg	an	1025	Vermont	Ave.,	N.W.,	Washington,	DС	20005
Lisa	J. 1	Vright		1025	Vermont	Ave,,	N.W.,	Washington,	DC	20005
s. 1	homas	s Somb	ar	1025	Vermont	Ave.,	N.W.,	Washington,	DC	20005
THE UN	DERSI	GNED I	HAS (H	AVE) E	EXECUTED	THESE	ARTIC	ES OF INCORF	PORA	ATION
THIS 19t	h	-		DA	Y OF Janu	ary		, 19 <u>95</u> .		
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							8,	han sha		
						_	5	SIGNATURE/TITI	ΞE	
ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3) F.S.: CT CORPORATION SYSTEM IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505. CT CORPORATION SYSTEM IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505. CT Corporation System DATED January 19 19 95										
		,					A.D.	Hamilton		
							(T) /*	3E 1/11/E 02 02		
							•	PE NAME OF OF		•
							speci	al Asst. Secre	cary	r
							(TITLE OF OFFIC	ER)	

Document Number Only CT CORPORATION SYSTEM Requestor's Name ڊې 660 East Jefferson Street 00000 1862440 -06/14/96--01063--021 *****35.00 *****35.00 Address Tallohassee, FL 32301 City <u> 222-1092</u> State Zlp Phone CORPORATION(S) NAME 00000136244 -06/14/96--01063--022 ****708.75 orporation () Profit () NonProfit **MAmendment** () Limited Liability Co. () Merger () Foreign () Dissolution/Withdrawal () Mark () Limited Partnership () Annual Report () Reinstatement () Reservation () Other () Change of HA LCUB Name () Call When Ready Walk In After 4:30 () Mall Out Pick Up Haima" Avallability Document PLEASE RETURN EXTRA COPIES Examiner FILE STAMPED 6 - 14Updater Verlier Acknowledgment W.P. Veriller CR2E031 (1-89)

ARTICLES OF AMENDMENT

OF

NET-TEL, INC.

96 JUN 14 PH 3: 13
ALLAHARY COS OF

PURSUANT TO SECTION 607.1006 OF THE FLORIDA BUSINESS, FOR CORPORATION ACT, THE UNDERSIGNED CORPORATION ADOPTS THESE ARTICLES OF AMENDMENT.

FIRST: THE NAME OF THE CORPORATION IS NET TEL, INC.

SECOND: THE ARTICLES OF INCORPORATION OF THIS CORPORATION ARE AMENDED BY CHANGING THE ARTICLES NUMBERED First and Third SO THAT, AS AMENDED, SAID ARTICLE SHALL READ AS FOLLOWS:

"FIRST" The Name of the Corporation is NET-tel Corporation.

"THIRD" The number of shares which the corporation is authorized to issue is one million (1,000,000) common.

THE AMENDMENTS TO THE ARTICLES OF INCORPORATION OF THE CORPORATION SET FORTH ABOVE WERE ADOPTED ON June 1st, 1996.

FOURTH: THE NUMBER OF VOTES CAST FOR THE AMENDMENTS BY THE SHAREHOLDERS IN EACH VOTING GROUP WAS SUFFICIENT FOR APPROVAL BY THAT VOTING GROUP.

SIGNED ON: JUNE 1996

NET-tel Corporation

James F. Kenefick

President