

PHILIP J. GOUZE, P.A.
ATTORNEY AT LAW

P950000-18515

SUITE 201
1215 SOUTHEAST 2ND AVENUE
FORT LAUDERDALE, FLORIDA 33316

TELEPHONE (305) 463-2995

March 2, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: INTERSTATE COMMUNICATION SERVICES, INC.

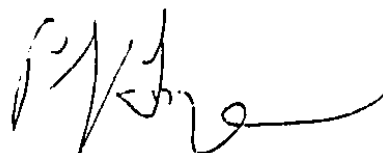
Dear Sir or Ms.:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation along with my office check payable to the Secretary of State in the amount of \$122.50 to cover the following costs:

Filing Fees	\$35.00
Certified copy of Articles of Incorporation	\$52.50
Registered Agent Designation	\$35.00

Please immediately file same of record, and return a certified copy of the Articles of Incorporation to my office by overnight, Federal Express (completed air bill enclosed for your convenience). Thank you for your cooperation.

Very truly yours,



PHILIP J. GOUZE
Attorney at Law

PJG/st
Enclosures

~~795-4840~~

Dmc
3/6/95

BOOKED 1427878
-03/03/95-01087-010
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FILED
MAR -7 PM 4:05
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 6, 1995

PHILIP J. GOUZE
ATTORNEY AT LAW
1215 SE 2ND AVENUE SUITE 201
FORT LAUDERDALE, FL 33316

SUBJECT: INTERSTATE COMMUNICATION SERVICES, INC.
Ref. Number: W95000004840

We have received your document for INTERSTATE COMMUNICATION SERVICES, INC. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

Your check is being returned as it is not payable to this office. Please make your check payable to the Secretary of State and return it in order to complete your filing.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 995A00009785

ARTICLES OF INCORPORATION OF
INTERSTATE COMMUNICATION SERVICES, INC.

FILED
95 MAR -7 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is INTERSTATE COMMUNICATION SERVICES, INC..

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of five dollar (\$5.00) par value common stock which shall be designated "common shares".

ARTICLE V - PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION,
AND INITIAL REGISTERED OFFICE AND AGENT

The principal office and mailing address of the Corporation is:

INTERSTATE COMMUNICATION SERVICES, INC.
c/o PHILIP J. GOUZE, P.A.
1215 S.E. 2nd Avenue, Suite 201
Fort Lauderdale, FL 33316

The street address of the Corporation's initial registered office is:

1215 Southeast Second Avenue, Suite 201
Fort Lauderdale, Florida 33316

and the Initial Registered Agent at that office is:

PHILIP J. GOUZE.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) director. The number of Directors may be increased or decreased from time to time by vote of the stockholders. Any Director shall also be a stockholder of the corporation. The name and address of the initial Board of Directors of this corporation is:

LUBA RABINOVICH
c/o PHILIP J. GOUZE, P.A.
1215 S.E. 2nd Avenue, Suite 201
Fort Lauderdale, FL 33316

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

LUBA RABINOVICH
c/o PHILIP J. GOUZE, P.A.
1215 S.E. 2nd Avenue, Suite 201
Fort Lauderdale, FL 33316

ARTICLE VIII - DIRECTOR QUORUM

A quorum for a meeting of directors shall consist of a majority of the Directors.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 2 day of March, 1995.

Luba Rabinovich
LUBA RABINOVICH

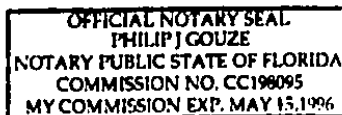
STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared LUBA RABINOVICH, who produced New York State driver license as identification, who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 2 day of March, 1995.

Philip J. Gouze
Notary Public

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That INTERSTATE COMMUNICATION SERVICES, INC. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, has named PHILIP J. GOUZE located at 1215 Southeast 2nd Second Avenue, Suite 201, Fort Lauderdale, Florida 33316 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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



PHILIP J. GOUZE
REGISTERED AGENT