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FILED
95 MAR -9 PM 2: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-03/10/95--01018--002
***122.50 ***122.50

Gentlemen:

Please accept and process my articles of incorporation as attached.

Enclosed is my check for \$122.50 to cover your processing fees.

Please address all correspondence to:

JACK BUCKLEY
BARCLAY BUSINESS DEVELOPMENT GROUP LTD, INC.
8310 CROSSWICKS DR.
ORLANDO FL 32819
407-296-3262

Thank you for your assistance in this matter.

Respectfully Submitted,

JACK BUCKLEY
BARCLAY BUSINESS DEVELOPMENT GROUP LTD, INC.
8310 CROSSWICKS DR.
ORLANDO FL 32819

Encls.

ARTICLES OF INCORPORATION

of

BARCLAY BUSINESS DEVELOPMENT GROUP LTD. INC.

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25 MAR -9 PM 2:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is ----- BARCLAY BUSINESS DEVELOPMENT GROUP LTD.
INC.
and whose principal office location is 8310 CROSSWICKS DR.
ORLANDO FL 32819

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

TELECOMMUNICATIONS and shall include the

transaction of any and all lawful business for which corporations may be
incorporated under State of Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock, having
a par value of \$1.00 per share.

The stock as foresaid shall be paid for in lawful money of the United
States, or in property, labor or services at a just valuation to be
fixed by the incorporators, or by the Board of Directors at a meeting
to be called for that special purpose.

All voting power of this corporation shall be vested in the common
stock above designated.

ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this
corporation of the same kind, class or series as that which he or
she already holds, shall have the right to purchase his or her pro-
rata share thereof at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 8310 CROSSWICKS DR.
ORLANDO FL 32819

and the name of the initial registered agent of this corporation is JACK BUCKLEY

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

JACK BUCKLEY
8310 CROSSWICKS DR.
ORLANDO FL 32819

ARTICLE VIII - INCORPORATOR

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

JACK BUCKLEY
8310 CROSSWICKS DR.
ORLANDO FL 32819

ARTICLE IX - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned subscriber has executed these

Articles of Incorporation, this 7th day of MARCH, 1995.



JACK BUCKLEY

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



JACK BUCKLEY, Registered Agent

STATE OF FLORIDA

COUNTY OF

Orange

BEFORE ME, a Notary Public authorized to take acknowledgements
in the state and county set forth above, personally appeared,
JACK BUCKLEY, known to me and by me to be the person who
executed the foregoing Articles of Incorporation, and acknowledged
before me, that they executed those Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL, this 7 day of March,
1995.

The person I am notarizing this
document for is either personally known
by me or produced the following I.D.:

I.D. Provided _____

Darla J. Wright

Notary Public

My commission expires:



Notary Public, State of Florida
DARLA J. WRIGHT
My Comm. Exp. Mar 5 1997
Comm. No. CC 264117