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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

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STATE OF FLORIDA

409 EAST GAINES STREET

MIAMI FL 33136-2890

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MERKURY TELECOMMUNICATIONS, INC.

FAX AUDIT NUMBER: H95000003725

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**Articles of Incorporation
of
Merkury Telecommunications, Inc.**

Article I - Name

The name of the Corporation is MERKURY Telecommunications, Inc.

Article II - Nature of Business

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

Article III - Principal Office

The address of the principal office of this corporation is 501 Brickell Key Drive, Suite 210, Miami, Florida 33131, and the mailing address is the same.

Article IV - Incorporator

The name and street address of the incorporator of this Corporation is:

BanQue House, Ltd.
501 Brickell Key Drive, Suite 210
Miami, Florida 33131

Boriche Financial Group, Inc.
260 Crandon Blvd., Suite 32/135
Key Biscayne, Florida 33149

Article V - President

The initial President of the Corporation shall be Jose P. Quiros whose address shall be the same as the principal office of the corporation.

Article VI - Capital S^{ts}

6.1 The Corporation is authorized to issue 10,000 shares of No Par Value Common Stock, which shall be designated "Common" shares.

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing

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the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

Article VII - Powers of Corporation

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law of these Articles of Incorporation.

Article VIII - Term of Existence

This Corporation shall have perpetual existence.

Article IX - Title

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

Article X - Registered Office and Registered Agent

The initial address of the registered office of this Corporation is BanQue House, Ltd., 501 Brickell Key Drive, Suite 210, Miami, Florida 33131. The name and address of the registered agent of this Corporation is Jose P. Quiros whose address is the same as the address of the registered office.

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Article XI - Bylaws

The Board of Directors of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

Article XII - Effective Date

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

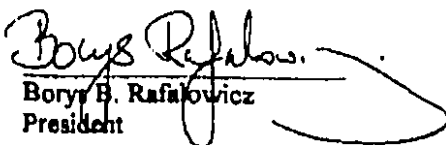
Article XIII - Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon the shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 30th day of March, 1995.

Boriche Financial Group, Incorporator

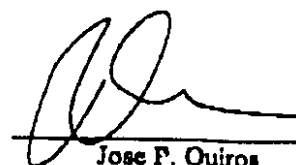
BanQue House, Ltd., Incorporator


Borys B. Rafalowicz
President


George R. Bassett
Director

Acceptance of Registered Agent Designated in Articles of Incorporation

Jose P. Quiros, having been designated as the Registered Agent in the above and foregoing Articles of Incorporation and whose office is identical to the registered office of the Corporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Jose P. Quiros

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