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5/31/95

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: MIDSTATE LEGAL SUPPLY CORP.

DEPARTMENT OF STATE

4435 OLD WINTER GARDEN RD

STATE OF FLORIDA

ORLANDO FL 32811-

2-0000

409 EAST GAINES STREET

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ACTIVTEL CORPORATION

FAX AUDIT NUMBER: H95000006067

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/31/1995

TIME REQUESTED: 13:08:29

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 075350000353

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TALLAHASSEE, FLORIDA

2448 11 12 1995

AUDIT #H95000006067

ARTICLES OF INCORPORATION OF
ACTIVTEL CORPORATION

The undersigned sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

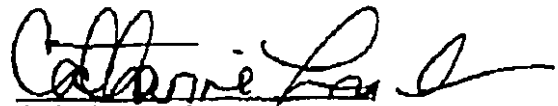
1. The name of the corporation is ACTIVTEL CORPORATION.
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 1,000,000 shares at \$.001 par value.
5. The principal address and mailing address of the corporation will be 3610 Ridgewood Drive, Boca Raton, FL 33434, and the name of its initial registered agent at such address is Fred Galland.
6. The number of directors constituting the initial board of directors is one and the name and address of each person who is to serve as a member thereof is as follows: Fred Galland.
7. The name and address of the sole incorporator is:

Catharine Leach
c/o XL CORPORATE SERVICES, INC.
62 White Street
New York, NY 10013

RECEIVED MAY 30 1995

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Date: May 30, 1995


Catharine Leach
Sole Incorporator

CATHARINE LEACH
c/o XL CORPORATE SERVICES, INC.
62 White Street
New York, NY 10013
(800) 221-2972

AUDIT #H95000006067

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STATE OF NEW YORK

COUNTY OF NEW YORK

I HEREBY CERTIFY, that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared to me, known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that subscribed to those Articles of Incorporation.

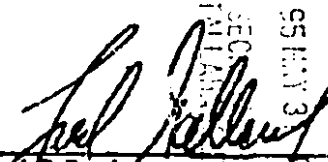
WITNESS my hand and official seal in the county and state named above this 30th day of May, 1995.

MARC D. MOORE
Notary Public, State of New York
No. 11-4954980
Qualified in New York County, NY
Commission Expires August 14, 1998


Notary Public

RECEIVED MAY 31 1995

I, the undersigned, hereby accept appointment as Registered Agent of the above named corporation.


Fred Galland
Registered Agent

FILED
95 MAY 31 PM 4:09
CLERK OF THE COURT
JULIA A. BROWN
STATE OF FLORIDA

AUDIT #H95000006067