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

RECEIVED
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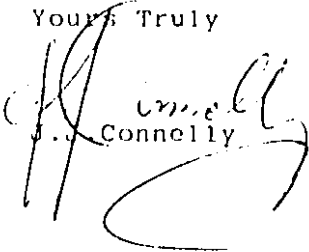
Dear Kevin Nickens;

June 5, 1995

Please return the Certified Copy of Articles of
Incorporation, To John J. Connelly, Jr. at 520 N.E. 20th
Street, Suite 115, Ft. Lauderdale, FL 33305

Thank you;

Yours Truly


J. J. Connelly

G. BROWN JUN 14 1995

ARTICLES OF INCORPORATION
OF
A FLORIDA CORPORATION

THE UNDERSIGNED HEREBY MAKES, SUBSCRIBES, ACKNOWLEDGES
AND FILES THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLES I

THE NAME OF THIS CORPORATION SHALL BE:
METROTEL INC.

ARTICLES II

THE STREET ADDRESS IN THIS STATE OF THE PRINCIPAL
OFFICE OF THIS CORPORATION SHALL BE: 800 W.OAKLAND PK.BLVD.
SUITE 302
FT. LAUDERDALE, FL. 33311

ARTICLES III

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE,
COMMENCING WITH THE DATE OF FILING OF THESE ARTICLES.

ARTICLES IV

THE GENERAL NATURE OF THE BUSINESS TO BE CONDUCTED BY
THIS CORPORATION SHALL BE: SERVICES RELATING TO
TELECOMMUNICATIONS

AND FURTHER:

(1) TO ENGAGE IN ANY AND ALL LAWFUL BUSINESSES,
TRADES, OCCUPATIONS AND PROFESSIONS.

(2) TO CONTRACT DEBTS AND BORROW MONEY, ISSUE AND
SELL OR PLEDGE BONDS, DEBENTURES, NOTES AND OTHER EVIDENCES
OF INDEBTEDNESS AND EXECUTE SUCH MORTGAGE TRANSFERS TO
CORPORATE PROPERTY OR OTHER INSTRUMENTS TO SECURE THE
PAYMENT OF CORPORATE INDEBTEDNESS AS MAY BE REQUIRED.

TO PURCHASE THE CORPORATE ASSETS OF ANY OTHER CORPORATION AND ENGAGE IN THE SAME OR OTHER CHARACTER OF BUSINESS.

(4) TO ENTER INTO, MAKE, PERFORM AND CARRY OUT CONTRACTS AND AGREEMENTS OF EVERY KIND AND FOR EVERY LAWFUL PURPOSE WITHOUT LIMIT AS TO AMOUNT WITH ANY PERSON, FIRM, ASSOCIATION OR CORPORATION, AND TO TRANSACT ANY FURTHER AND OTHER BUSINESS NECESSARILY CONNECTED WITH THE PURPOSE OF THIS CORPORATION TO CALCULATE TO FACILITATE SAME.

(5) TO CARRY ON ANY OR ALL OF ITS OPERATIONS AND BUSINESSES, AND TO PROMOTE ITS PURPOSES WITHIN THE STATE OF FLORIDA OR ELSEWHERE, WITHOUT RESTRICTION AS TO PLACE OR AMOUNT; AND TO USE, EXERCISE AND ENJOY ALL OF THE GENERAL POWERS OF LIKE CORPORATIONS.

(6) TO DO ANY OR ALL OF THE THINGS HEREIN SET FORTH TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, AND IN ANY PART OF THE WORLD AS PRINCIPALS, AGENTS, CONTRACTORS OR OTHERWISE, ALONE, OR IN COMPANY WITH OTHERS, AND TO DO AND PERFORM ALL SUCH OTHER THINGS AND ACTS AS MAY BE NECESSARY, PROFITABLE OR EXPEDIENT IN CARRYING ON ANY OF THE BUSINESS OR ACTS ABOVE NAMED.

(7) TO DO ALL THINGS ENUMERATED, SET FORTH AND AUTHORIZED BY FLORIDA 1975, SECTION 607.011.

ARTICLE V

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME SHALL BE AS FOLLOWS:

200 SHARES AT ONE DOLLAR PAR VALUE .

THE ENTIRE VOTING POWER OF THE CORPORATION SHALL BE VESTED IN THE COMMON STOCKHOLDERS, AND EACH SHARE OF COMMON STOCK SHALL

BE MORE FULLY DETERMINED AND SET FORTH IN THE BY-LAWS. OTHER RIGHTS AND INTERESTS ACCRUING TO EACH SHARE OF COMMON STOCK WHICH ARE NOT CONTAINED IN THESE ARTICLES OF INCORPORATION SHALL BE MORE FULLY DETERMINED AND SET FORTH IN THE BY-LAWS.

ARTICLE VI

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS, OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VII

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND ADDRESS OF THE INITIAL DIRECTOR IS

JOSEPH PASSALAUQA
800 W.OAKLAND PARK BLVD.
SUITE 302
FT. LAUDERDALE, FL. 33311

ARTICLE VIII

THE NAMES AND STREET ADDRESS OF THE OFFICER OF THIS CORPORATION WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OR UNTIL HIS SUCCESSORS ARE CHOSEN ARE:

NAME AND ADDRESS

OFFICE HELD

JOSEPH PASSALAUQA
800 W. OAKLAND PK. BLVD.
SUITE 302
FT. LAUDERDALE, FL. 33311

PRESIDENT
VICE PRESIDENT
AND
SECRETARY TREASURE

ARTICLE IX

THE STREET ADDRESS OF THE INITIAL REGISTRATION OFFICE
OF THIS CORPORATION IS: 800 W. OAKLAND PARK BLVD.

SUITE 302

FT. LAUDERDALE, FL. 33311

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS
CORPORATION THAT ADDRESS IS: JOSEPH C. MENAPACE

I HEREBY ACCEPT MY APPOINTMENT AS REGISTERED AGENT


JOSEPH C. MENAPACE

ARTICLE X

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER TO THESE
ARTICLES OF INCORPORATION ARE AS FOLLOW:

JOSEPH C. MENAPACE
800 W. OAKLAND PK. BLVD
SUITE 302
FT. LAUDERDALE, FL. 33311

IN WITNESS WHEREOF, THE SUBSCRIBER HAS AFFIXED HIS
SIGNATURE THIS DAY OF JUNE 5 1995

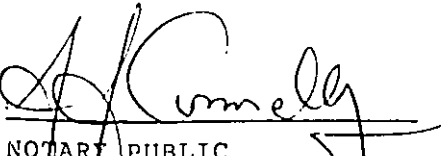


JOSEPH C. MENAPACE

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY
APPEARED DEBORAH A. DAYTON, AFTER BEING DULY SWORN,
ACKNOWLEDGED THAT SHE EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION FOR THE PURPOSE THEREIN EXPRESSED.

BROW, J COUNTY,

THIS DATED AT FT. LAUDERDALE,
DAY OF 5 JUNE 1995


NOTARY PUBLIC

JOHN J. CONNELLY
MY COMMISSION # CC 190384 EXPIRES
March 31, 1998
BONDED THRU TROY FAIR INSURANCE, INC.