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7/03/95

**FLORIDA DIVISION OF CORPORATIONS
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11:41 AM

((H95000007394)))
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: HILL, WARD & HENDERSON, P.A.
101 E KENNEDY BLVD
SUITE 3700
TAMPA FL 33602-5154311-
CONTACT: BARBARA A MURPHY
PHONE: (813) 221-3900
FAX: (813) 221-2900

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SELECT TELECOM CORPORATION
FAX AUDIT NUMBER: H95000007394
DATE REQUESTED: 07/03/1995
CERTIFIED COPIES: 0
NUMBER OF PAGES: 3
ESTIMATED CHARGE: \$78.75

CURRENT STATUS: REQUESTED
TIME REQUESTED: 11:41:03
CERTIFICATE OF STATUS: 1
METHOD OF DELIVERY: FAX
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature/initials

91675-01
4 pages

DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
SELECT TELECOM CORPORATION**

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95 JUL -3 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge, and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: SELECT TELECOM CORPORATION.

ARTICLE II

Address

The address of the principal office and the mailing address of this corporation shall be: 18287 N. E. 4th Court, Miami, Florida 33179.

ARTICLE III

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE IV

Purpose

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

Prepared by: Barbara A. Murphy
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-3900

ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 101 East Kennedy Boulevard, Suite 3700, Tampa, Florida 33602, and the name of the corporation's initial registered agent at such address is BARBARA A. MURPHY. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VII

Incorporators

The name and address of the incorporator of this corporation is as follows:

Name
Barbara A. Murphy

Address
101 East Kennedy Boulevard
Suite 3700
Tampa, Florida 33602

ARTICLE VII

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

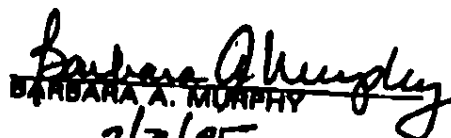
IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.


Barbara A. Murphy

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature


BARBARA A. MURPHY

Date:

2/3/95

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000051614

MAILING ADDRESS:
POST OFFICE BOX 2231
TAMPA, FLORIDA 33601

LAW OFFICES OF
HILL, WARD & HENDERSON
PROFESSIONAL ASSOCIATION
SUITE 3700 • BARNETT PLAZA
101 EAST KENNEDY BOULEVARD
TAMPA, FLORIDA 33602

TELEPHONE (813) 221-3900
TELECOPIER (813) 221-2900

July 6, 1995

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314-6327

Re: Select Telecom Corporation
Our file number 91675-01

Dear Madam or Sir:

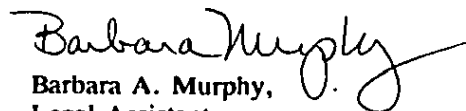
As incorporator of the above named corporation, please be advised that the address for the corporation has been changed to:

SELECT TELECOM CORPORATION -
2424 N. Federal Highway, Suite 250
Boca Raton FL 33431

#P95000051614

If you have any questions, please do not hesitate to call me at (813) 227-8418. Thank you.

Sincerely,


Barbara A. Murphy,
Legal Assistant

/bm

JW
7-10-95