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BLACK AND BLACK, P.A.

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SOUTH MIAMI, FLORIDA 33143

JOHN W. BLACK *
ROBERT J. BLACK

* OF COUNSEL

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July 28, 1995

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

RECEIVED 15434133
-07/31/95--01056--001
***122.50 ***122.50

Re: Request to file Articles of Incorporation
of LEISURE COMMUNICATIONS, INC.

Gentlemen:

I am enclosing an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the filing fee as well as the fee for a certified copy.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Furthermore, I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your attention to this matter.

Sincerely,

BLACK AND BLACK, P.A.

Robert J. Black
Robert J. Black
For the Firm

RJB:kl
Enclosures

SHARON I. TALA

AUG - 2 1995

ARTICLES OF INCORPORATION
OF
LEISURE COMMUNICATIONS, INC.

The undersigned incorporator subscribes to these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: LEISURE COMMUNICATIONS, INC.

ARTICLE II - TERM OF EXISTENCE

This corporation is to exist perpetually and shall commence on the date these Articles are filed.

ARTICLE III - NATURE OF BUSINESS

The general purposes for which the corporation are organized are:

1. To operate a business involving telecommunication services.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

The capital stock of this corporation shall be One Thousand (1,000) shares of the par value of One Dollar (\$1.00) per share, making the total One Thousand Dollars (\$1,000.00).

ARTICLE V - ADDRESS

The street address of the initial principal office of the corporation is: 14801 S.W. 154th Court, Miami, Florida 33196 and the name of its initial Registered Agent and his address are: RODNEY LOVE, 14801 S.W. 154th Court, Miami, Florida 33196.

ARTICLES VI - DIRECTORS

This corporation shall have a Board of Directors consisting of two (2) members initially, and all of the corporate powers shall be exercised and the business affairs of the corporation shall be managed under the direction of the Board of Directors. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one. The name and address of the initial members of the Board of Directors are:

NAME

ADDRESS

RODNEY LOVE

14801 S.W. 154th Court
Miami, Florida 33196

LEONARD COATS

8721 Caribbean Boulevard
Miami, Florida 33157

ARTICLE VII - INCORPORATORS

The name and the post office address of the incorporators of this corporation are:

NAME

ADDRESS

RODNEY LOVE

14801 S.W. 154th Court
Miami, Florida 33196

LEONARD COATS

8721 Caribbean Boulevard
Miami, Florida 33157

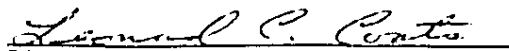
ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF these Articles have been subscribed on this, the 21st day of July, 1995.



RODNEY LOVE -
INCORPORATOR



LEONARD COATS -
INCORPORATOR

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, THE UNDERSIGNED AUTHORITY, this day personally appeared RODNEY LOVE, who is personally known to me and has produced identification in the form of a Florida Drivers License and who acknowledged before me that he executed the above for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 21st day of July, 1995.

MY COMMISSION EXPIRES:



Notary Public, State of Florida



STATE OF FLORIDA

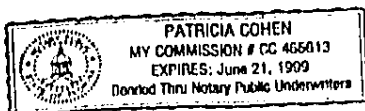
COUNTY OF DADE

BEFORE ME, THE UNDERSIGNED AUTHORITY, this day personally appeared LEONARD COATS, who has produced identification in the form of a Florida Drivers License and who acknowledged before me that he executed the above for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 31st day of July, 1995.

MY COMMISSION EXPIRES:

Patricia Cohen
Notary Public, State of Florida



ACKNOWLEDGMENT:

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THE CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING SAID OFFICE OPEN.

By: Rodney Love

RODNEY LOVE -
REGISTERED AGENT