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07/28/95
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
FROM: FILE-A-CORP, INC.
901 MARTIN DOWNS BLVD
SUITE 203
PALM CITY FL 34990
CONTACT: SUSAN M JOYNER
PHONE: (407) 223-0303
FAX: (407) 221-1960
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: COMTEL/USA, INC.
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(((H95000009478)))

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TALLAHASSEE, FLORIDA

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FAX AUDIT NO.1195000009478

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
COMMTTEL/USA, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be COMMTTEL/USA, INC. and its principal business and mailing address is 2240 Woolbright Road, Suite 336, Boynton Beach, Florida 33426.

ARTICLE II

The term of existence of the corporation is perpetual.

ARTICLE III

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares which the Corporation is authorized to issue is 50,000,000 shares of \$.01 par value common stock and 10,000,000 shares of \$1.00 par value preferred stock.

ARTICLE V

The street address of the initial registered office of the corporation is 901 Martin Downs Blvd., Suite 203, Palm City, Florida 34990 and the name of the initial registered agent at such address is File-A-Corp, Inc.

ARTICLE VI

The Corporation shall have one director, initially. The number of directors may be increased or decreased from time to time, by bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

The name and post office address of the sole member of the first Board of Directors is:

Robert C. Hackney
2240 Woolbright Road
Suite 336
Boynton Beach, Florida 33426

ARTICLE VIII

The name and address of the incorporator is:

File-A-Corp., Inc.
901 Martin Downs Blvd., Suite 203
Palm City, Florida 34990

FAX AUDIT NO.1195000009478

PREPARED BY: SUSAN M. JOYNES
FILE-A-CORP
901 SW MARTIN DOWNS BLVD., SUITE 203
PALM CITY, FLORIDA 34990
TEL. NO. (407) 223-0303

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ARTICLE IX

The Corporation shall be deemed to commence its existence upon the date of filing these Articles of Incorporation.

IN WITNESS WHEREOF, I have subscribed my name this 28th day of August, 1995.


Susan M. Joynes, acting as agent for
File-A-Corp, Inc.

STATE OF FLORIDA
COUNTY OF PALM BEACH

On this 28th day of August, 1995, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Susan M. Joynes, () personally known to me or () has produced as identification, the person whose name is subscribed to the within instrument, and she acknowledged that she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Notary Public

My Commission Expires: 7/26/98

CAROLYN A. DAVIS
My Commission 00408871
Expires Sep. 28, 1998
Issued by NHTU
900-224-4306

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.


Susan M. Joynes, acting as agent for
File-A-Corp, Inc.
Registered Agent
Date: August 28, 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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