

1201 HAYS STREET
TALLAHASSEE, FL 32301
904/225-0071
FAX 904/225-0114

800-142-8086



9500069396

ACCOUNT NO. 172100000032

REFERENCE : 674993 11199A

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 122.50

ORDER DATE : September 6, 1995

ORDER TIME : 10:36 AM

600001578556

ORDER NO. : 674993

CUSTOMER NO: 11199A

CUSTOMER: Ronald L. Siegel, Esq
RONALD L. SIEGEL, ESQ

Suite 302
1800 Corporate Boulevard, N.W.
Boca Raton, FL 33431

DOMESTIC FILING

NAME: INTERCONTINENTAL
COMMUNICATIONS GROUP, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

T. BROWN SEP - 8 1995

FILED
95 SEP - 6 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

September 6, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: INTERCONTINENTAL COMMUNICATIONS GROUP, INC.
Ref. Number: W95000017900

We have received your document for INTERCONTINENTAL COMMUNICATIONS GROUP, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The document must include original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 595A00041220

ARTICLES OF INCORPORATION
OF

INTERCONTINENTAL COMMUNICATIONS GROUP, INC.

FILED
95 SEP -6 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, a natural person competent to contract, do hereby make, subscribe to, and file these Articles of Incorporation for the purposes of organizing a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Corporation shall be:

INTERCONTINENTAL COMMUNICATIONS GROUP, INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

A. The total authorized capital stock of this Corporation is One Thousand (1,000) Shares of Common Stock, par value \$1.00 per share.

B. Every shareholder, upon the sale for cash or other consideration of any new stock of this Corporation, whether of the same kind or of another 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 IV
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation is 1801 South Federal Highway, Suite 305, Delray Beach, Florida 33483. The Board of Directors may from time to time move the principal office to another address in Florida.

**ARTICLE V
NUMBER OF DIRECTORS**

This Corporation shall have not less than one (1) Director.

**ARTICLE VI
FIRST BOARD OF DIRECTORS**

The names and addresses of the members of the initial Board of Directors are:

DOUGLAS C. BROUGH	1801 South Federal Highway Suite 305 Delray Beach, Florida 33483
MICHAEL P. BROWN	1801 South Federal Highway Suite 305 Delray Beach, Florida 33483
ROBERT E. BROWN	1801 South Federal Highway Suite 305 Delray Beach, Florida 33483

**ARTICLE VII
TERM OF EXISTENCE**

This Corporation shall exist perpetually.

**ARTICLE VIII
SUBSCRIBER**

The name and address of the Subscriber of these Articles of Incorporation is:

RONALD L. SIEGEL
1800 Corporate Boulevard, Suite 302
Boca Raton, Florida 33431

**ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 1800 Corporate Boulevard, N.W., Suite 302, Boca Raton, Florida 33431, and the name of the initial Registered Agent is RONALD L. SIEGEL, ESQUIRE.

ARTICLE X
COMMENCEMENT OF CORPORATE EXISTENCE


Pursuant to Section 607.167, Florida Statutes, this Corporation shall commence its corporate existence upon the filing of these Articles.


RONALD L. SIEGEL, Subscriber

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in this State and County named above to take acknowledgments, personally appeared RONALD L. SIEGEL, personally known to me to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation and acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of September, 1995.


Notary Public
My commission expires:



ELAINE DAVIDSON
My Commission CC420080
Expires Nov. 08, 1998
Bonded by NFNU
800-224-6388

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
95 SEP -6 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That INTERCONTINENTAL COMMUNICATIONS GROUP, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at 1800 Corporate Boulevard, N.W., Suite 302, Boca Raton, Florida 33431, has named RONALD L. SIEGEL, ESQUIRE of 1800 Corporate Boulevard, N.W., Suite 302, Boca Raton, Florida 33431, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-captioned Corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Ronald L. Siegel
RONALD L. SIEGEL, ESQUIRE

P95000069396

ARTICLES OF MERGER
Merger Shoot

.....
MERGING:

GOLD COAST HOSPITALITY COMMUNICATIONS, INC., a Florida corporation,
P94000011492

INTERTEL, INC. doing business in Florida as I-TEL COMMUNICATIONS, INC.,
a Nevada corporation, F94000005631

INTO

INTERCONTINENTAL COMMUNICATIONS GROUP, INC., a Florida
corporation, P95000069396

File date: October 9, 1996

Corporate Specialist: Velma Shepard

P95000069396

RONALD L. SIEGEL, P.A.

ATTORNEYS AT LAW

Comerica Bank Building
1800 Corporate Blvd., N.W., Suite 302
Boca Raton, Florida 33431

(407) 241-3113
FAX (407) 241-3226

RONALD L. SIEGEL
Board Certified in
Wills, Trusts and Estates

HENRY SCHUEIER
Of Counsel

June 21, 1996

Division of Corporations
Secretary of State
PO Box 6327
Tallahassee, Florida 32314

300001875063
-06/25/96--01100--014
****157.50 ****157.50

Re: Intercontinental Communications Group, Inc.

Dear Sir or Madam:

Enclosed please find the following in connection with the above-referenced corporation:

- Articles of Merger and Plan of Merger
- Check in the amount of \$157.50

Please return a certified copy of the filed Articles of Merger to the undersigned.

Your cooperation in this matter is greatly appreciated.

Very truly yours,

Ronald L. Siegel
RONALD L. SIEGEL

RLS/M
L 7680.mm

Enclosures

FILED
96 OCT -9 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VS OCT 11 1996

Merger



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 1, 1996

RONALD L. SIEGEL
1800 CORPORATE BLVD., N.W., STE. 302
BOCA RATON, FL 33431

COPY

SUBJECT: INTERCONTINENTAL COMMUNICATIONS GROUP, INC.
Ref. Number: P95000069396

We have received your document for INTERCONTINENTAL COMMUNICATIONS GROUP, INC. and your check(s) totaling \$157.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The two merging corporations has both been administratively dissolved with this office on August 25, 1996 for failure to file the 95 annual report, in order to file this merger the Florida corporation must be reinstated and if you want the Nevada to show that the corporation was authorized in this state when the merger was filed then it to must be reinstated. The fee to reinstate each corporation will be \$575.00. Please see the attached forms and instructions to reinstate.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 996A00032294

RECEIVED
56 OCT -9 PM 2:57
DIVISION OF CORPORATIONS

RONALD L. SIEGEL, P.A.

ATTORNEYS AT LAW

Comerica Bank Building
1800 Corporate Blvd., N.W., Suite 302
Boca Raton, Florida 33431

(561) 241-3113
FAX (561) 241-3226

RONALD L. SIEGEL
Board Certified in
Wills, Trusts and Estates

HENRY SCHEIER
Of Counsel

October 7, 1996

Division of Corporations
Secretary of State
PO Box 6327
Tallahassee, FL 32314

Re: Intercontinental Communications Group, Inc.

Dear Sir/Madam:

Enclosed please find for filing the Articles of Merger and Plan of Merger for the referenced corporation.

We previously sent a check in the amount of \$157.50 which was never returned.

Very truly yours,


RONALD L. SIEGEL

RLS/M
L 8222.mm

Enclosures

ARTICLES OF MERGER AND PLAN OF MERGER
OF
INTERTEL, INC., a Nevada Corporation,
and
GOLD COAST HOSPITALITY COMMUNICATIONS, INC., a Florida Corporation,
into
INTERCONTINENTAL COMMUNICATIONS GROUP, INC., a Florida Corporation

FILED
96 OCT -9 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between INTERTEL, INC., a Nevada Corporation ("Intertel"), GOLD COAST HOSPITALITY COMMUNICATIONS, INC., a Florida corporation ("Gold Coast") and INTERCONTINENTAL COMMUNICATIONS GROUP, INC., a Florida corporation ("ICG").

Pursuant to s. 607.1105 of the Florida Business Corporation Act (the "Act") and Section 78.452 of the Nevada Statutes, the above referenced corporations hereby adopt the following Articles of Merger.

1. The undersigned, ROBERT E. BROWN, MICHAEL P. BROWN and DOUGLAS C. BROUGH, constituting all of the stockholders and directors of all three corporations, do hereby approve and adopted a plan of merger of the above referenced corporations, and do hereby declare that the surviving corporation shall be INTERCONTINENTAL COMMUNICATIONS GROUP, INC. The merger is adopted as of this 2nd day of January, 1996, and said plan of merger is hereby adopted by each corporation on this date.

2. As part of the Plan of Merger, all issued and outstanding shares of Intertel and Gold Coast stock will be replaced on a one for one basis, with ICG stock.

3. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the merger shall be upon its filing with the Secretary of State.

IN WITNESS WHEREOF, the parties have set their hands this 2nd day of January, 1996.

ATTEST: INTERTEL, INC.
a Nevada corporation

(Corporate Seal)

By: 
MICHAEL P. BROWN, President

ATTEST: GOLD COAST HOSPITALITY COMMUNICATIONS, INC.
a Florida corporation

(Corporate Seal)

By: 
MICHAEL P. BROWN, President

GOLD COAST HOSPITALITY COMMUNICATIONS, INC.

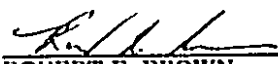
ATTEST:


INTERCONTINENTAL COMMUNICATIONS GROUP, INC.
a Florida corporation

(Corporate Seal)

By: 
MICHAEL P. BROWN, President


MICHAEL P. BROWN,
as Stockholder and Director of
Intertel, Inc.
Gold Coast Hospitality Communications, Inc.
Intercontinental Communications Group, Inc.


ROBERT E. BROWN,
as Stockholder and Director of
Intertel, Inc.
Gold Coast Hospitality Communications, Inc.
Intercontinental Communications Group, Inc.


DOUGLAS C. BROUGH,
as Stockholder and Director of
Intertel, Inc.
Gold Coast Hospitality Communications, Inc.
Intercontinental Communications Group, Inc.