

P95000070479

CAPITAL CONNECTION, INC.
 412 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-0070
 Mailing Address: Post Office Box 10119, Tallahassee, FL 32302
 TOLL FREE: 1-800-342-8062
 FAX (904) 222-1222

RE: Alliance Telecommunications Holding Corp.

G.C. FEE. 000000

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

95 SEP 13 PM 12:35
 ALLIANCE TELECOMMUNICATIONS
 HOLDING CORP.

☒ Capital Expenses
☒ Art of Inc. File
 Corp. Record Search
☒ Ltd. Partnership File
☒ Foreign Corp. File
☐ () Not Copy (1) photo

Art. of Amend. File
 Dissolution/Withdrawal
 of F.F.
 Filings Home File

Home Reservation 09/13/95 - 010 00 - 007
 Annual Report/Statement 11111111.00 11111111.00
 Reg. Agent Service
 Document Filing

Corporate Kit
 Volatile Search
 Duplicating Record
 Document Retrieval

UCC Filing File
 UCC Filing Search
 UCC Filing Retrieval
 File No. 1 Copies

Counter Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prop.
 FAX () 001

SUMTOTALS

Fee	\$
Disbursed	\$
Surcharge	\$
Tax on Corporate Supplies	\$
SUMTOTAL	\$
Prepaid	\$
BALANCE DUE	\$
	\$

AL SEP 13 1995

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY ALC _____

WALK IN 9/13 12.00
 Will Pick Up

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

September 12, 1995

Department of State
Corporate Records/
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314


RE: INCORPORATION OF
ALLIANCE TELECOMMUNICATIONS HOLDING CORP.

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Corporation
of **ALLIANCE TELECOMMUNICATIONS HOLDING CORP.**

Also find enclosed a check made payable to the Secretary of State in
the amount of \$70.00 which includes the statutory filing fee. Your
assistance in establishing this corporation is appreciated.

Respectfully,


MICHAEL D. FARKAS
355 19 St., Apt. 16
Miami Beach, Florida, 33139

ARTICLE OF INCORPORATION

OF

ALLIANCE TELECOMMUNICATIONS HOLDING CORP.

FILED
COUNTY OF DADE
DIVISION OF CORPORATIONS

95 SEP 13 PM 12:35

ARTICLE ONE

The name of the corporation is **ALLIANCE TELECOMMUNICATIONS HOLDING CORP.** The principal address of the corporation is: 1521 Alton Road, Suite 73, Miami Beach, Fl 33139.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is **ten million (10,000,000)** of **.001** value.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 1521 Alton Road, Suite 73,, Miami Beach, Florida 33139, and the name of its initial registered agent at such address is **MICHAEL D. FARKAS.**

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Michael D. Farkas
MICHAEL D. FARKAS

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one (1), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing Address
MICHAEL D. FARKAS	355 19 St., Apt. 16, Miami Beach, Fl 33139

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

Name	Mailing Address
MICHAEL D. FARKAS	355 19 St., Apt. 16, Miami Beach, Fl 33139

(signed)

Michael D. Farkas
Incorporator

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.

1201 HAYS STREET
TALLAHASSEE, FL 32301-9007
TAL 922-7111
TAL 922-7111 FAX

800-342-8086

P9500070479



PROSECUTOR
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 027776

AUTHORIZATION :

5024954
Katuscia Puzio

COST LIMIT : \$ 35.00

FILED
26 JUL 23 PM 3:29
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : July 22, 1996

ORDER TIME : 10:27 AM

ORDER NO. : 027776

CUSTOMER NO: 5024954

000001902250

CUSTOMER: Robert Klugman, Esq
Law Office Of Leon B. Lipkin
140 East 45th Street
42nd Floor
New York, NY 10017

DOMESTIC AMENDMENT FILING

NAME: ALLIANCE TELECOMMUNICATIONS
HOLDING CORP.

EFFECTIVE DATE: JULY 12, 1996

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

AMEND
CFL 7-23

SECRETARY OF STATE

ARTICLES OF AMENDMENT
OF
ALLIANCE TELECOMMUNICATIONS HOLDING CORP.

FILED
\$6 JUL 23 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby adopt the following Articles of Amendment.

1. The name of the Corporation is: Alliance Telecommunications Holding Corp.

2. Article Four of the Articles of Incorporation is hereby amended so as henceforth to read as follows:

"The aggregate number of shares which the corporation shall have authority to issue is fifty million (50,000,00) of \$.001 value."


3. The date of adoption of the aforesaid amendment was July 11, 1996.

4. The number of votes cast for the said amendment by the shareholders was sufficient for the approval thereof.

5. The effective time and date of these Articles of Amendment shall be at 12:00 a.m. on July 12, 1996.

Executed on July 11, 1996

Alliance Telecommunications Holding Corp.



Name of Officer: Michael D. Farkas
Title of Officer: President

P95000070479

Alliance Telecommunications Holding Corp.

401 E. 34th Street
Suite North 19A
New York, NY 10016
TEL (212) 689-3823
FAX (212) 689-3850

1521 Alton Road
Suite 73
Miami, FL 33139
TEL (305) 673-6921

July 25, 1996

To: Thelma Lewis
Fax: 904-487-6013

Dear Thelma:

As per our conversation, enclosed please find a copy of the Corporation Annual Report for Alliance Telecommunications Holding Corp. Unfortunately there is an error with the Tax-Id number it states 65-0633481 when it should be 65-0622481.

I appreciate your help with this matter.

Thank You,

ALLIANCE TELECOMMUNICATIONS HOLDING CORP.

Michael D. Farkas

Michael D. Farkas
President

*KB
film only
8/13*

P95 0000 70479



1201 HAYS STREET
TALLAHASSEE, FL 32307
904 207 1111
ACCOUNT NO. : 072100000032
REFERENCE : 078319 153072A

AUTHORIZATION :
COST LIMIT : \$ 35.00

ORDER DATE : September 9, 1996
ORDER TIME : 9:41 AM
ORDER NO. : 078319
CUSTOMER NO: 153072A
CUSTOMER: Richard H. Kaplan, Esq
Rubin Kaplan & Associates
First Floor
501 Hoes Lane
Piscataway, NJ 08854

20000113012172

CHANGE OF AGENT

NAME: ALLIANCE TELECOMMUNICATIONS
HOLDING CORP.

SEP 9 1996
TALLAHASSEE, FLORIDA
20000113012172

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Daniel W Leggett

RPChg
9/9

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Alliance Telecommunications Holding Corp.

1b. Date of Incorporation September 13, 1995 Document number 895000070479

2. The name and address of the current registered agent and office:

1521 Alton Road, Suite 73, Miami Beach, Florida 33139

Agent: Michael D. Farkas

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

The Prentice-Hall Corporation System, Inc.

110 North Magnolia Street, Tallahassee, Florida 32301

1201 Hays Street

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
SIGNATURE

September 4, 1996

DATE

Steven Meyer President/CEO
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

The Prentice-Hall Corporation System, Inc.

SIGNATURE BY [Signature]

(Registered Agent)

DATE KAREN B. ROZAR, AS AGENT 9-9-96

P95000070479



ACCOUNT NO. : 072100000032
REFERENCE : 078319 153072A
AUTHORIZATION :
COST LIMIT : \$ 35.00

ORDER DATE : September 9, 1996

ORDER TIME : 9:43 AM

ORDER NO. : 078319

CUSTOMER NO: 153072A

CUSTOMER: Richard H. Kaplan, Esq
Rubin Kaplan & Associates
First Floor
501 Hoos Lane
Piscataway, NJ 08854

DOMESTIC AMENDMENT FILING

RESERVATION # R96000003914

NAME: ALLIANCE TELECOMMUNICATIONS
HOLDING CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

SEP-9 PM 3:21
STATE
TELECOMMUNICATIONS
FLORIDA

[Handwritten signature]

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

ALLIANCE TELECOMMUNICATIONS HOLDING CORP.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted. (indicate article number(s) being amended, added or deleted)

ARTICLE ONE of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE ONE

The name of the corporation is ARC COMMUNICATIONS INC. The principal address of the corporation is: 788 Shrewsbury Avenue, Tinton Falls, New Jersey 07724.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows.

THIRD: The date of each amendment's adoption September 4, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

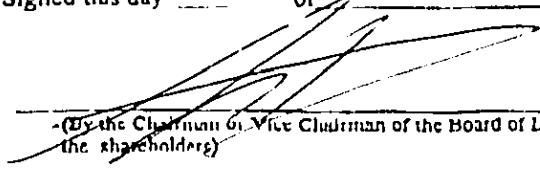
"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 4th of September, 19 96

Signature


(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Steven H. Meyer

Typed or printed name

President

Title