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P95000 714B2

September 11, 1995

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-09/13/95--01051--013
****122.50 ****122.50

TO: Corporations

RE: SYSTEMS TELECOM INCORPORATED

Inclosed please find a check in the amount of \$122.50 Please forward the Certificate of Incorporation and one stamped in copy of the articles to:

L. Van Stillman, Esq.
902 Clint Moore Rd. Suite 104
Boca Raton, Florida 33487

Thank you,


L. Van Stillman

9/15/95
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
95 SEP 13 PM 1:24

**ARTICLES OF INCORPORATION
OF
SYSTEMS TELECOM INCORPORATED**

FILED
95 SEP 13 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

The name of the corporation is **SYSTEMS TELECOM INCORPORATED**.

ARTICLE II

The corporation is to commence its corporate existence on the date of subscription and acknowledgement of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

The corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value stock. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders.

The shares of stock may be issued for such consideration having a value not less than par value of the share issued therefor as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or property, tangible or intangible, or in labor or services performed for the corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all stockholders ten (10) days prior to such issuance.

ARTICLE V

The principal address of the corporation shall be 500 Fairway Dr., Suite 104, Deerfield Beach, Florida, 33441.

ARTICLE VI

All corporate powers shall be executed by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

The corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The names and street addresses of the initial director who shall hold office until their successors shall be chosen at the first meeting of the Stockholders who have qualified shall be:

Mark Goldstein
500 Fairway Drive, Suite 104
Deerfield Beach, Florida 33441

ARTICLE VII

The corporation shall indemnify any present or former officer or director or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

ARTICLE VIII

The power to adopt, alter, amend or repeal by laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any by-law adopted by the Shareholders if the Shareholders provide that the by-law shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX

These articles of Incorporation may be amended by any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the Stockholders or at any special meeting of the Stockholders called for that purpose.

ARTICLE X

The name and address of the Incorporator to these articles of Incorporation is:

Mark Goldstein
500 Fairway Drive, Suite 104
Deerfield Beach, Florida 33441

ARTICLE XI

The street address of the initial registered office of the corporation is 500 Fairway Dr., Suite 104, Deerfield Beach, Florida, 33441, and the name of the initial registered agent of the corporation at that address is Mark Goldstein.


IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 12th day of September, 1995.


Mark Goldstein

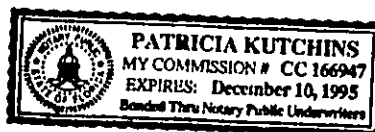
STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority an officer duly authorized to administer oaths and take acknowledgements, personally appeared **Mark Goldstein** known to me and known by me to be the person who executed the foregoing Articles of Incorporation and the he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 12th day of September, 1995, Ft. Lauderdale, Broward, County, Florida.

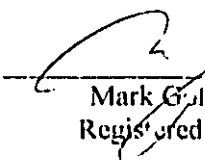

Notary Public

MY COMMISSION EXPIRES:



CERTIFICATE OF REGISTERED AGENT

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



Mark Goldstein
Registered Agent

Dated

9/12/95

95 SEP 13 PM 1:24
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA