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FROM: CORPORATE CREATIONS INTERNATIONAL IN
401 OCEAN DR
SUITE 312
MIAMI BEACH FL 33139-0000
CONTACT: JOSEPHY C RODRIGUEZ
PHONE: (305) 672-0686
FAX: (305) 672-9110
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: M & J TELECOM SERVICES INC.
FAX AUDIT NUMBER: H95000013628
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**Articles of Incorporation
of
M & J Telecom Services Inc.**

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Article I. Name

The name of this Florida corporation is M & J Telecom Services Inc.

Article II. Address

The mailing address of the Corporation is:

M & J Telecom Services Inc.
1659 NW 100th Drive
Coral Springs, FL 33071

EFFECTIVE DATE
1-2-96

Article III. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value zero per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Marc R. Drucker
1659 NW 100th Drive
Coral Springs, FL 33071

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the

American Incorporators, Ltd.
1220 North Market Street, Suite 606
Wilmington, DE 19801
(302) 421-5752

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Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Marc R. Drucker

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of January 2, 1996.

The authorized representative of the incorporator executed these Articles of Incorporation on December 29, 1995.

Corporate Creations International Inc.

By: Joseph P. Mata
Joseph P. Mata, Vice President

12/29/95 16104 FAX
SENT BY: YOUR BRANCH OFFICE

12-29-95 : 0137AM : KING'S S.F. II-

13026218763: 1/1

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:
M & J Telecom Services Inc.

REGISTERED AGENT:
Marc R. Drucker
1659 NW 100th Drive
Coral Springs, FL 33071

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Marc R. Drucker

By: Marc R. Drucker

Date: 12/29/95

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Amatoen Insurance, Ltd.
1800 North Market Street, Suite 900
Wilmington, DE 19801
(800) 421-5782

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