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**PRENTICE HALL
LEGAL & FINANCIAL SERVICES**

96 JUN 31 PM 20

DIVISION OF REGULATION

ACCOUNT NO. 072100000032

REFERENCE # 816533 142233A

AUTHORIZATION :

COST LIMIT is \$ 1,222,500

ORDER DATE : January 23, 1996

ORDER TIME : 2:50 PM

ORDER NO. : 816533

CUSTOMER NO# 142233A

CUSTOMER: Robert B. Baker, Esq
ROBERT B. BAKER, P.A.

Suite 203
7000 West Palmetto Park Road
Boca Raton, FL 33433

DOMESTIC FILING

NAME: OWL TELECOMMUNICATIONS, 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: CLINT FUHRMAN

EXAMINER'S INITIALS:

T. BROWN FEB - 1 1996

FILED
96 JAN 31 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
96 JAN 31 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
OWL TELECOMMUNICATIONS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

OWL TELECOMMUNICATIONS, INC.

The address of the principal office of this corporation shall be 6268 San Michel Way, Delray Beach, Florida 33484, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 6268 San Michel Way, Delray Beach, Florida 33484, and the name of the initial registered agent of the corporation at that address is Neil Pincus.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Neil Pincus Pres.	6268 San Michel Way Delray Beach, Florida 33484
Alan Pincus Vice Pres.	Same
Sylvia Pincus Treas.	Same

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on January 31, 1996.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

CDF

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

96 JAN 31 PM 12:36
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: OWI, TELECOMMUNICATIONS, INC.

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

NEIL PINCUS

(Name)

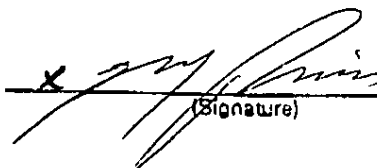
6268 SAN MICHEL WAY

(P.O. Box not acceptable)

DELRAY BEACH, FLORIDA 33484

(City/State/Zip)

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

JANUARY 26, 1996