



FLORIDA DEPARTMENT OF STATE
Sandra B. Morlham
Secretary of State

February 1, 1996

LAZARUS CORPORATE INDUSTRIES, INC.
890 SW 87TH AVE SUITE 16
MIAMI, FL 33174

SUBJECT: INTELEDATA CORPORATION INC.
Ref. Number: W96000002494

We have received your document for INTELEDATA CORPORATION INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 796A00004497

RECEIVED
96 FEB - 2 PM 12:48
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
INTELEDATA CORPORATION, INC.

FILED
96 FEB -2 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is:

INTELEDATA CORPORATION, INC.

ARTICLE II. PURPOSE

The general Nature of the business to be transacted by this corporation is:

The Corporation may engage in trade and any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The capital stock authorized, par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value Per</u> <u>Share</u>	<u>Class of</u> <u>Stock</u>
100.000	\$ 1.00	Common Voting

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is: Joaquin R. Fuentes

and the address of the initial registered agent is:

3400 Coral Way, Suite 101
Miami, Florida 33145

ARTICLE V. COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have ONE director initially. The number of director(s) may be increased or diminished from time to time, pursuant to procedures specified in the By-Laws, but shall never be less than one. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

Carlos Valdesuso	3400 Coral Way, Suite 101 Miami, FL 33145
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ARTICLE VII INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Joaquin R. Fuentes	3400 Coral Way, Suite 101 Miami, FL 33145
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ARTICLE VIII BY LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX CONFLICT OF INTEREST

No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of the corporation may be the other

individual or individuals contracting with this corporation.

ARTICLE X AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI ADDRESS OF PRINCIPAL OFFICE

The initial street of the principle office of this corporation is to be at 3400 Coral Way, Suite 101, Miami, Florida 33145. The Board of Directors may from time to time designate such other address and place for principle office of this corporation as it may see fit.

ARTICLE XII INDEMNIFICATION OF OFFICERS

AND DIRECTORS

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each person for the legal expenses, including legal expenses incurred to appeal these matters.

The right of indemnification hereinabove provided for shall not be exclusive or any rights to which any director or officer of the corporation may otherwise be entitled by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, pursuant to the laws of the State of Florida, does hereby execute and file these Articles declare and certify that the facts herein stated are true this 29 day of January, 1996.

Having been named as registered agent and to accept the service.

Joaquin R. Fuentes
JOAQUIN R. FUENTES
INCORPORATOR/REGISTERED AGENT

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to take acknowledgements in the State and County set forth above, personally appeared Joaquin R. Fuentes known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the State and County aforesaid, this 29th day of January, 1996.

Aimee Lauro
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



AIMEE LLAURO
My Commission CC40C 128
Expires May. 08, 1999
Bonded by HAI
800-422-1655