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FLORIDA DIVISION OF CORPORATIONS

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

FAX AUDIT NUMBER: H96000001824

DATE REQUESTED: 02/07/1996

CERTIFIED COPIES: 1

NUMBER OF PAGES: 6

ESTIMATED CHARGE: \$122.60

CURRENT STATUS: REQUESTED

TIME REQUESTED: 12:38:38

CERTIFICATE OF STATUS: 0

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 072450003255

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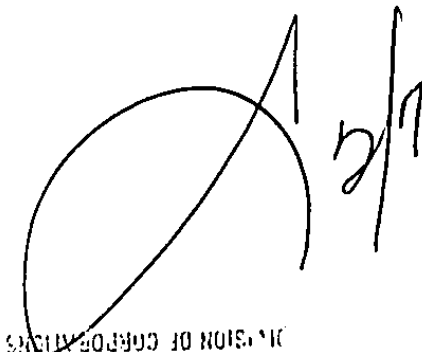
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FLORIDA DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
EXECUNET COMMUNICATIONS CORP.**

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be **EXECUNET COMMUNICATIONS CORP.**

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation and its objects and powers shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time shall be 500 shares of common stock of the par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

PREPARED BY: Louis J. Terminello, Esq.
2700 S.W. 37th Avenue
Miami, FL 33133
Tel: (305) 448-1101
Florida Bar No. 972547

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ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of this Corporation and the street address of the initial registered office is as follows:

*Louis J. Terminello, Esq.
TERMINELLO & TERMINELLO, P.A.
2700 S.W. 37th Avenue
Miami, FL 33133*

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The address of the principal office and the initial street address, in this state, of this Corporation is 2700 S.W. 37th Avenue, Miami, Florida 33133. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the person signing these articles and the name and address of the person who shall serve on the first Board of Directors is:

*John De Marco, President, Treasurer, Director
2700 S.W. 37th Avenue
Miami, FL 33133*

*Brad Manuel, Vice-President, Secretary
2700 S.W. 37th Avenue
Miami, FL 33133*

ARTICLE VIII - 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 the stockholders' 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.

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IN WITNESS WHEREOF, I, the incorporator above named, have hereunto set my hand and seal this 7th day of February, 1996.



LOUIS J. TERMINELLO, ESQ.
TERMINELLO & TERMINELLO, P.A.
2700 S.W. 37th Avenue
Miami, Florida 33133-2728

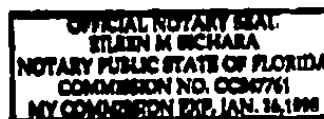
STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 7th day of February, 1996, by LOUIS J. TERMINELLO, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced _____ as identification.


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



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**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Florida law the following is submitted:

EXECUNET COMMUNICATIONS CORP., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at 2700 S.W. 37th Avenue, Miami, FL 33133, has named **LOUIS J. TERMINELLO, ESQ.** as its agent to accept service of process within Florida.

DATED: 7th day of February, 1996.



LOUIS J. TERMINELLO

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **EXECUNET COMMUNICATIONS CORP.**, at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

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LOUIS J. TERMINELLO
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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