

REFIREMONE # 690113 104730

AUTHORIZATION &

STATISTICS BEINGS		COST LIBUT 8 S PPO	unio mandretti d'alcaritationi gnambina i
ORDER DATE	: ::	February 15, 1996	
ORDER TEME	: #	10±27 OB	
ORDER NO.	#	A40113	
CUSTOPIER I	lO g	104730	500001715035 -02/15/9601076023 ****122.50 ****122.50
CUSTOMER:		chael A. Fischlor, Esq SCHLL: & FRIEDMAN, P.A.	1A1 38 60
	1.1.	6 Southeast 6th Court	TAHAS GRETAS
	la di	. Lauderdale, FL 33301	## 5. F
		DOMESTIC FILINO	ED PRINTE
NAME:		WORLD CLASS TELECOM MARKETING, INC.	~~

EFFECTIVE DATE:

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP	RE) 96 FEB Ision by
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:	€ 15 E
XX CERTIFIED COPY PLAIN STAMPED COPY	THE STATE OF THE S
CERTIFICATE OF GOOD STANDING	2: 06 4/10/1

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION

OL

WORLD CLASS TELECOM MARKETING, INC.

SECRETARY OF STATE
TALLAMASSEE PLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be:

WORLD CLASS TELECOM MARKETING, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 10,000 shares of common stock, \$1.00 par value per share.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

PRINCIPAL OFFICE

The address of the initial principal office of this Corporation shall be:

751 Park of Commerce Drive Suite 116 Boca Raton, Florida 33487

ARTICLE VI

REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall

be:

1 1 1 1

Michael A. Fischler, Esq. Fischler & Friedman, P.A. 116 Southeast 6th Court Fort Lauderdale, Florida 33301

ARTICLE VII

BOARD OF DIRECTORS

This Corporation shall have at least one director. The name and addresse of the initial Director of this Corporation who shall hold office for the first year of existence of this Corporation, or until his successor(s) is/are elected or appointed and have qualified, whichever occurs first, is:

Edward Tinari
WORLD CLASS TELECOM MARKETING, INC.
751 Park of Commerce Drive
Suite 116
Boca Raton, Florida 33487

ARTICLE VIII

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Michael A. Fischler, Esquire and his address is 116 Southeast 6th Court, Fort Lauderdale, Florida 33301.

ARTICLE IX

INDEMNIFICATION

This Corporation shall indemnify to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, inreatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employee or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation.

Pursuant to Section 607.0850(9)(a) of the Florida Business Corporation Act, no court ordered indemnification shall, under any circumstances, be permitted.

ARTICLE X

<u>AFFILIATED TRANSACTIONS</u>

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI

CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on February / 1996.

> uda MECHAEL A. FISCHLER, Incorporator

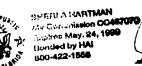
STATE OF FLORIDA

SS.

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on this day of February, 1996, by Michael A. Fischler, as Incorporator, who is personally known.

(SEAL)



Notary Public

y Commission Expires:

CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE FOR SERVICE OF PROCESS

WORLD CLASS TELECOM MARKETING, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at: 751 Park of Commerca Drive, Suite 116, Boca Raton, Florida 33487, has named Michael A. Fischler, Esq., whose address is Fischler & Friedman, P.A., 116 S.E. 6th Court, Fort Lauderdale, Florida 33301, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.

MACHAEL A. FISCHLER, ESQUIRE

SECRETARY OF STATE SECRETARY OF STATE