

P960000 14507
RICHARD I. GILBERT

7025 HILACANA WAY
SUITE 208
BOCA RATON, FL 33408
(407) 385-8331
FAX: (407) 382-9320

PLEASE REPLY TO
BOCA RATON
OFFICE

100 W. CYPRESS CREEK RD.
SUITE 200
TRADE CENTRE SOUTH
FT. LAUDERDALE, FL 33309

February 7, 1996

Office of the Secretary of State
STATE OF FLORIDA
Division of Corporations
Post Office Box #6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

Re: TeleBeeper of Boynton Beach, Inc.
Articles of Incorporation
Our File Number: 428-01

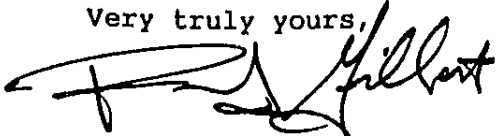
EFFECTIVE DATE
Feb. 7, 1996

Dear Sir or Madam:

Enclosed please find one (1) original and two (2) copies of the executed Articles of Incorporation for the above-referenced corporation, as well as my check in the amount of SEVENTY DOLLARS AND NO/CENTS (\$70.00) to cover the filing fee and conformed copy cost therefor. Please return time-stamped copies of the Articles to the undersigned in the self-addressed, stamped envelope provided for your convenience.

Should you have any questions or comments in connection with the foregoing, please do not hesitate to contact me. Thank you for your prompt attention to this matter.

Very truly yours,



RICHARD I. GILBERT

RIG:egs

Enclosures

FILED
96 FEB 12 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G3 2/15/96

**ARTICLES OF INCORPORATION
OF
TELEBEEPER OF BOYNTON BEACH, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being of legal age, does hereby form a corporation under the laws of the State of Florida, authorizing the formation of corporations.

EFFECTIVE DATE
Feb. 7, 1996

ARTICLE I

NAME

The name of this corporation shall be TeleBeeper of Boynton Beach, Inc. ("Corporation").

ARTICLE II

GENERAL NATURE OF BUSINESS

The purpose for which the Corporation is organized is 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 capital stock of the Corporation shall be FIVE HUNDRED (500) shares at ONE DOLLAR AND NO/CENTS (\$1.00) par value.

ARTICLE IV

CORPORATE EXISTENCE

Corporate existence shall commence at the time of subscription and acknowledgment of these Articles, except that, in the event these Articles are not filed with the Department of State of the State of Florida within five (5) days (exclusive of legal

holidays) after subscription and acknowledgment hereof, corporate existence shall commence when these Articles are filed with the Department of State. The Corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the office of the initial registered agent of the Corporation is:

5567 Priscilla Lane
Lake Worth, Florida 33463

and the name of the registered agent of the Corporation at said address is:

DOUGLAS PEREZ

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

454 North Federal Highway
Boynton Beach, Florida 33435

The Corporation shall have branch offices at other places within or without the State of Florida.

ARTICLE VII

SUBSCRIBERS

The name and street address of each person signing these Articles of Incorporation as a subscriber, and the number of shares of stock subscribed are:

NAME	ADDRESS	NUMBER OF SHARES
Douglas Poroz	5567 Priscilla Lane Lake Worth, FL 33463	50

The stockholders agree to pay not less than par value for each share of stock.

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE VIII

AMENDMENT

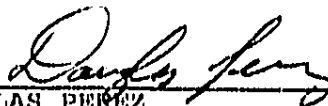
The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute.

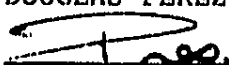
The Directors of the Corporation shall have the power to make or amend the Bylaws, and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The Corporation shall have a first lien on the shares of its members and upon the dividends due to them for any indebtedness of such members of the Corporation.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation to conduct business within and without the

State of Florida, does hereby make and file these Articles of Incorporation, declaring and certifying that the facts herein stated are true and correct, and hereunto sets his hand this 7 day of February, 1996.




DOUGLAS PEREZ


Title

STATE OF FLORIDA)
 : SS.:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, the undersigned authority, a Notary Public duly authorized in the above-named State and County to take acknowledgments, personally appeared DOUGLAS PEREZ party to the foregoing Articles of Incorporation, known to me personally to be such, or has provided me with his FL. Driver license as identification, and I have first made known to him the contents of said Articles, (he)she did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, and deposed that the facts therein stated were true and correct.

WITNESS my hand and official seal this 7th day of February, 1996.



NOTARY PUBLIC
Commission Number:
My Commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE AND NAMING AGENT UPON
WHOM PROCESS BY BE SERVED**

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of Chapter 48.091,
Fla. Stat., the following is submitted:

That, TeleBeeper of Boynton Beach, Inc.
organized and existing under the laws of the State of Florida, with
its initial registered office, as indicated in the foregoing
Articles of Incorporation, in the City of Lake Worth, County of
Palm Beach, State of Florida, has named DOUGLAS PEREZ of 5567
Priscilla Lane, Lake Worth, Florida 33463, as its agent to accept
service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the
above-styled corporation at the place designated in these Articles
of Incorporation, I, the undersigned, hereby am familiar with, and
accept the duties and responsibilities as registered agent for,
said Corporation; and I further agree to act in said capacity and
to comply with the provisions of Section 48.091, Fla. Stat.

Dated: 2-7-95


DOUGLAS PEREZ