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LAW OFFICES OF

BRYN & ASSOCIATES

ATTORNEYS AND COUNSELORS AT LAW

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February 29, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

700001730847
-03/04/96--01074--020
****122.50 ****122.50

re: VersaTel, Inc.

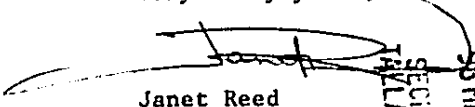
To Whom It May Concern:

Enclosed in the original and one copy of Articles of Incorporation for the above referenced company, for filing with the Secretary of State.

Also enclosed is payment, of the fees, in the amount of \$122.50.

Should you have any questions concerning this filing please contact the undersigned.
Thank you for your attention to this matter.

Very truly yours,


Janet Reed
Legal Assistant

MAR 5 1996 JSB

Encl.

FILED
96 MAR -4 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
VersiTel, Inc.

FILED
96 MAR -4 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is VersiTel, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State for the State of Florida.

ARTICLE IV

The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida General Corporation Act of the State of Florida.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is Seven thousand five hundred (7,500) shares of capital stock, \$.001 par value per share, which capital stock is designated as Common Stock.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation shall be one (1). The number of directors may be increased or diminished from time to time by a vote of the shareholders, but shall never be less than one (1). The name and address of the initial director of this corporation are:

Joseph Orriols - Director
Mercede Executive Park
1802 North University Drive
Suite 308
Plantation, Florida FL 33322

The name and address of the incorporator signing these Articles are:

Joseph Orriols
Mercede Executive Park
1802 North University Drive
Suite 308
Plantation, Florida FL 33322

ARTICLE VII

The name and address of the initial registered agent and the initial registered office are:

Mark J. Bryn
2 South Biscayne Blvd.
Suite 3599
Miami, Florida 33131

ARTICLE VIII

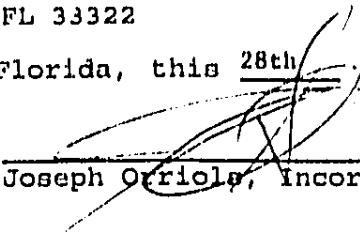
The initial by-laws of the corporation shall be adopted by the directors. Thereafter, by-laws of the corporation may be adopted, altered, amended or repealed from time to time only by the shareholders of the corporation.

ARTICLE IX

The principal place of business and mailing address of this corporation is:

Mercede Executive Park
1802 North University Drive
Suite 308
Plantation, Florida FL 33322

EXECUTED at Miami, Florida, this 28th day of February, 1996.



Joseph Orriola, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

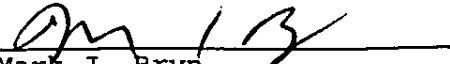
In accordance with Section 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof:

VersiTel, Inc. desiring to organize under the laws of the State of Florida, hereby designates Mark J. Bryn as its registered agent and 2 South Biscayne Boulevard, Suite #3599, Miami, Florida 33131, as its registered office.

FILED
96 MAR -4 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

Having been named as Registered Agent for the above-named corporation, I hereby agree to act in such capacity for such corporation at its registered office.



Mark J. Bryn