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DAVID M. AELION & LOREN, A.C.
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EVELYN M. GREY
DOUGLAS A. KUGAL

SHARAE M. KALLIN
(OFFICE MANAGER)

EFFECTIVE DATE
2/29/96

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-03/06/96--01093--014
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March 5, 1996

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: InterActive Communication Services, Inc.

Dear Sir/Madam:

Enclosed please find an original and two (2) copies of the Articles of Incorporation of InterActive Communication Services, Inc. together with a check in the amount of \$122.50 representing payment for the filing fee. Kindly file the articles and send the certified copy in the enclosed self-addressed FedEx Letter package that I have prepared for you.

Thank you for your cooperation in this matter. Should you have any questions please do not hesitate to contact my office.

Sincerely yours,


DAVID M. AELION, ESQUIRE

DMA/smk

Enclosures as indicated

FILED
96 MAR -6 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAS
3/8/96

EFFECTIVE DATE
2/29/96

Articles of Incorporation
of
InterActive Communication Services, Inc.

FILED
96 MAR -6 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this corporation, under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is: **InterActive Communication Services, Inc.** The principal place of business of this corporation shall be at 160 Northwest 176th Street, Suite 205, Miami, Florida 33169, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE V. VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. DURATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgement of these Articles of Incorporation.

ARTICLE VII. DIRECTORS

The number of directors of the corporation shall be at least one and no more than ten, as voted upon by the shareholders of the corporation.

The names and addresses of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

NAME

ADDRESS

Alberto J. Susi
Director

160 Northwest 176th Street
Suite 205
Miami, Florida 33169

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Alberto J. Susi
President/V. Pres.

160 Northwest 176th Street
Suite 205
Miami, Florida 33169

Alberto J. Susi
Secretary

160 Northwest 176th Street
Suite 205
Miami, Florida 33169

Alberto J. Susi
Treasurer

160 Northwest 176th Street
Suite 205
Miami, Florida 33169

ARTICLE VII. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX. TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their

respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE X. INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is: Law Offices of Aelion & Loren, P.A. 152 Northeast 167th Street, Fifth Floor, North Miami Beach, Florida 33162.

ARTICLE XI. SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is: AELION & LOREN, P.A., 152 Northeast 167th Street, Fifth Floor, North Miami Beach, Florida 33162.

ARTICLE XII. INDEMNIFICATION

The subscriber, along with the officer and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Dated this 27 day of February, 1996.

David Aelion

STATE OF FLORIDA)

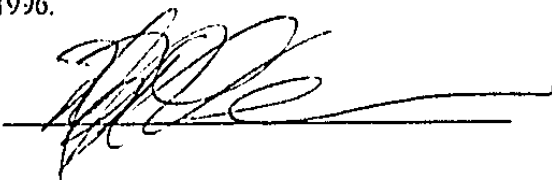
ISS:

COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared Daniel M. Nelson

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami,

29th day of February, 1996.



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


IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING SUBMITTED:

FIRST -- THAT INTERACTIVE COMMUNICATION SERVICES, INC., DESIRING
TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS LOCATED AT 160 NORTHWEST 176TH STREET,
SUITE 205, MIAMI, FLORIDA 33169, AND HEREBY NAMES THE LAW OFFICES OF
AELION & LOREN, P.A., AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA.



DAVID M. AELION
for the LAW OFFICES OF AELION & LOREN

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.



DAVID M. AELION
for the LAW OFFICES OF AELION & LOREN
REGISTERED AGENT
DATED:

FILED
96 MAR -6 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA