

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL COMMUNICATIONS CONTRACTORS, INC.**

FILED
96 MAR -8 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to this Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be INTERNATIONAL COMMUNICATIONS CONTRACTORS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at 5705 DeLano Lane, Orlando, Fl 32821.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business purposes.

ARTICLE V - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00, which may be fractional shares.

B. All or any portion of the capital stock may be issued in

payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 5705 Delano Lane, Orlando, Fl 32821.

The name of the initial registered agent of this corporation at that address shall be Dennis Arena.

ARTICLE VII - INITIAL DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to

any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and street address of the initial members of the Board of Directors are

<u>Name</u>	<u>Address</u>
Kenneth James Stiver	860 Ontario Street Kenmore, N.Y. 14217
Dennis J. Arena	5705 Delano Lane Orlando, Fl 32821
Paul K. Arena	5705 Delano Lane Orlando, Fl 32821

ARTICLE VIII - 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:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Kenneth James Stiver	860 Ontario Street Kenmore, N.Y. 14217	President
Dennis J. Arena	5705 Delano Lane Orlando, Fl 32821	V. President/Secretary
Paul K. Arena	5705 Delano Lane Orlando, Fl 32821	Treasurer

ARTICLE IX - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE X - SPECIAL PROVISION

This corporation shall be organized to comply with the

provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE XI - INDEMNITY

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of any claim for reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or other officer may be entitled.

ARTICLE XII - INCORPORATOR

The following is the name and street address of the Incorporator to these Articles of Incorporation:

Kenneth James Stiver
860 Ontario Street
Kenmore, New York 14217

ARTICLE XIII - BY-LAWS

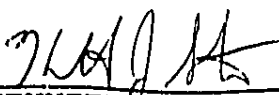
The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE XI - Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
1 day of February, 1996.

MARCH


_____(SEAL)
KENNETH JAMES STIVER
Incorporator

STATE OF NEW YORK
COUNTY OF ERIC

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared KENNETH JAMES STIVER, to me known or provided NYS DRIVERS License as identification, to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 1 day of February, 1996.

Moral

(SEAL)

Sharon M. Demers
Notary Public
Print Name: SHARON M. DEMERS
My commission expires: 1/15/98
Commission No.: 01004849484

SHARON M. DEMERS
Notary Public, State of New York
My Commission Expires 1/15/98

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED

FILED
MAR -8 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT to Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

THAT, INTERNATIONAL COMMUNICATIONS CONTRACTORS, INC., desiring
to organize under the laws of the State of Florida, with its
principal office as indicated in the Articles of Incorporation in
the City of Orlando, County of Orange, State of Florida, has named
as its Registered Agent Dennis Arena, 5705 Delano Lane, in the City
of Orlando, County of Orange, State of Florida, to accept service
of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
stated corporation, at the place designated in this Certificate, I
hereby accept to act in this capacity and agree to comply with the
provisions of said Act relative to keeping open said office.

Dennis J. Arena
DENNIS ARENA

SWORN TO AND SUBSCRIBED before me this 5th day of
~~February~~ ^{March}, 1996 by DENNIS ARENA, who is personally known to me and
who did take an oath.

Georgia A. Oatis
Name: Georgia Oatis
Notary Public, State of Fla.
Serial No. CC 232980

My commission expires: 10/04/96

GEORGIA A. OATIS
My Comm Exp. 10/04/96
Bonded By Service Ins
No. CC232980
NOTARY PUBLIC
TALLAHASSEE, FLORIDA