

P96000037408

A to Z COMMUNICATIONS, INC.
12239 NW 35th Street
Coral Springs, Florida 33065
(954) 753-7922

April 25, 1996

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

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-04/25/96--01044--014
***122.50 ***122.50

Re: A to Z COMMUNICATIONS, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with a check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

A to Z Communications, Inc.

Fernando A. Herrero

Fernando A. Herrero

Mailing Address of Corporation:

12239 NW 35th Street
Coral Springs, Florida 33065

Telephone:
(954) 753-7922

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 26 AM 11:58

9/5/1/96

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is

A to Z Communications, Inc.

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ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

12239 NW 35th Street
Coral Springs, Florida 33065

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$ 1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

12239 NW 35th Street
Coral Springs, Florida 33065

and the name of the initial registered agent of this corporation at that address is Fernando A. Herrero.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have Four (4) Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The names and address of the initial Directors are:

Fernando A. Herrero	351 N 68th Way Hollywood, Florida 33024
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Andrew Karcz	3416 NW 35th Avenue Coral Springs, Florida 33065
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Stewart Kornhauser	10880 Cypress Glen Drive Coral Springs, Florida 33071
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Michael Tucker	11013 SW 22nd Court Miami, Florida 33186
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ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Fernando Herrero 351 N. 68th Way
Hollywood, Florida 33024

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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 - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

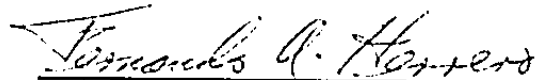
ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: April 25, 1996

By



Fernando A. Herrero
Incorporator

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CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

96 APR 26 AM 11:50

Certificate of Registered Agent
of

A to Z Communications, Inc.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 12239 NW 35th Street
Coral Springs, Florida 33065

has named Fernando A. Herrero

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Fernando A. Herrero
(Registered Agent)