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LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 962418 83060A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 22, 1996

ORDER TIME : 9:39 AM

ORDER NO. : 962418

CUSTOMER NO: 83060A

CUSTOMER: Sandee Pendraat, Legal Asst
MARK A. KAMILAR, ESQ.

Penthouse 1, U.S. Justice Bldg
155 South Miami Avenue
Miami, FL 33130

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DOMESTIC FILING

NAME: ACCESSPRO COMMUNICATIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 22 PM 2:11

RECEIVED
96 MAY 22 AM 10:41
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 22 PM 2: 12

ARTICLES OF INCORPORATION
OF
ACCESSPRO COMMUNICATIONS, INC.

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the laws of the State of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

I

The name of the corporation shall be ACCESSPRO COMMUNICATIONS, INC.

II

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, house and buildings and other property of any nature. To create, sell and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable instruments, including bonds, debentures or other obligations of this corporation, whether secured by mortgage, pledge or otherwise or unsecured, for money borrowed or in payment for property purchased or acquired or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of

its own capital stock; subject, however, to such limitations as may be provided by law; and provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either a principal, agent or broker, conferred by the laws of the State of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of stock at penny par value.

IV

The amount of capital with which this corporation shall begin business shall be FIVE HUNDRED DOLLARS (\$500.00).

V

The existence of this corporation shall be perpetual.

VI

The principal office of this corporation shall be located at 7615 Ponce de Leon Boulevard, Miami, Florida.

VII

The Board of Directors of this corporation shall consist of not less than one (1) member.

VIII

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-laws, and the laws of the State of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified,

are as follows:

President/Director	Mario Bustamante 7615 Ponce de Leon Road Miami, Florida 33143
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IX

The registered agent and the registered office for this corporation are:

Mark A. Kamilar, Esquire
Law Offices of Mark A. Kamilar
155 South Miami Avenue, Penthouse 1
Miami, Florida 33130

X

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares of stock each agrees to take are:

<u>NAME</u>	<u>ADDRESS:</u>	<u>NO. OF SHARES:</u>
Mario Bustamante	7615 Ponce de Leon Road Miami, Florida 33143	-0-

XI

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time, there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER and such other offices as are permitted by the By-laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-laws.

XIII
ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

66 MAY 22 PM 2:12

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

MARK A. KAMILAR, ESQUIRE

IN WITNESS WHEREOF, we have hereunto made, subscribed and acknowledged these Articles of Incorporation.

WITNESS

MARIO BUSTAMANTE

STATE OF FLORIDA)
 : ss.
COUNTY OF _____)

I HEREBY CERTIFY that on this day personally appeared MARIO BUSTAMANTE, to me well known to be the same described in and who executed these Articles of Incorporation, and acknowledged the Articles to be the act and deed of the subscriber(s) and that the facts set forth therein are true and correct to the best of their knowledge.

WITNESS my hand and seal at _____, 19____.
_____, County, Florida this ____ day of _____.

NOTARY PUBLIC, State of Florida

My Commission Expires: