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JENNIFER DALEY
CYNTHIA A. EVERETT
THOMASINA H. WILLIAMS

May 14, 1996

VIA FEDERAL EXPRESS

907071823109
05/15/96-0115-009
****122.50 22.50

Secretary of State, State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: A Plus Communications, Inc.


Greetings:

Enclosed please find for filing the original Articles of Incorporation of A Plus Communications, Inc. Also enclosed is Check No. 1847 in the amount of \$122.50 for the required filing fee.

Please return the certified copy of the Articles of Incorporation in the enclosed Federal Express envelope.

Thank you for your prompt attention.

Sincerely,


Maria Perez
Legal Assistant to
Thomasina H. Williams,
Registered Agent for
A Plus Communications, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 15 AM 8:56

FILED

Enclosures

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GB 5/23/96

**ARTICLES OF INCORPORATION
OF
A PLUS COMMUNICATIONS, INC.**

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S. OF. DEPT. OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is A Plus Communications, Inc. The address of the principal office and the mailing address of this corporation is One S.E. Third Avenue, Suite 2100, Miami, Florida 33131.

ARTICLE II - PURPOSE

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

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Hundred (100) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such office is:

Name

Address

Thomasina H. Williams

2937 S.W. 27th Avenue
Suite 301
Coconut Grove, Florida 33133

ARTICLE V - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of two persons. The number of directors may be increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one. The name and address of the member of the initial Board of Directors of this corporation is:

<u>Name</u>	<u>Address</u>
Daryl Sharpton	One S.E. Third Avenue Suite 2100 Miami, Florida 33131
Anthony Brunson	One S.E. Third Avenue Suite 2100 Miami, Florida 33131

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
Thomasina H. Williams	2937 S.W. 27th Avenue Suite 301 Coconut Grove, Florida 33133

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of this corporation.

ARTICLE IX - INDEMNIFICATION

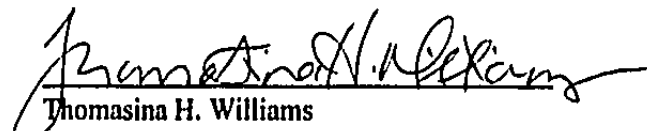
This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this

14th day of May, 1996.


Thomasina H. Williams
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 14th day of May, 1996, by Thomasina H. Williams who is personally known to me who did take an oath.



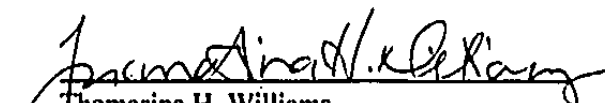
Print or Stamp Name: CARMEN CALDAS
Notary Public, State of Florida at Large
My Commission Expires:



CARMEN A CALDAS
My Commission CC404045
Expires Sep. 11, 1999

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.



Thomasina H. Williams
Registered Agent

FILED
96 MAY 15 AM 9:56
SECTION OF STATE
TALLAHASSEE, FLORIDA