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ROBERT A. AUERBACH, P.A.

Attorney At Law

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Member of FL and NY Bars

May 14, 1996

Div. of Corporations
PO Box 6327
Tall., FL 32314

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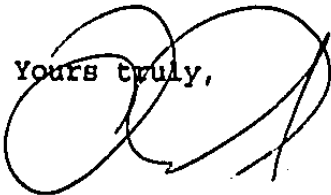
ATT: DOMESTIC CHARTER

Gentlemen;

Enclosed is the original and one copy of Articles of Incorporation for Flamingo Phone, Inc., with a check for \$122.50.

Please return a certificate and stamped copy of the Articles to the undersigned.

Yours truly,



ROBERT A. AUERBACH

encs.

FILED
96 MAY 21 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FLAMINGO PHONE, INC.

FILED

96 MAY 21 PM 2:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber hereby forms a corporation for profit under the Florida General Corporation Act.

ARTICLE I.

CORPORATION NAME: FLAMINGO PHONE, INC.

CORPORATION ADDRESS: 1314 N.W. 125TH TERRACE
SUNRISE, FLORIDA 33323

ARTICLE II.

DURATION: Term of existence of the corporation is perpetual.

ARTICLE III.

PURPOSE: The corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

ARTICLE IV.

CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100.

PAR VALUE \$1.00

ARTICLE V.

REGISTERED OFFICE: The street address of the initial registered address of the corporation shall be: 1890 University Dr. #306, Coral Springs, Florida 33071 and the name of the initial registered agent at such address is: ROBERT A. AUERBACH

I am familiar with and hereby accept the duties and

responsibilities as registered agent for said corporation.


ROBERT AUERBACH

5/14/96
Date

FILED
96 MAY 21 PM 2:33
CLERK OF COUNTY OF BROWARD
TALLAHASSEE, FLORIDA

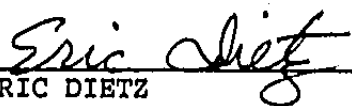
ARTICLE VI.

BOARD OF DIRECTORS:

Name and address of Initial Director: ERIC DIETZ
1314 N.W. 125th Terrace
Sunrise, Florida 33323

ARTICLE VII.

INCORPORATOR name and address: ERIC DIETZ
1314 N.W. 125th Terrace
Sunrise, Florida 33323


ERIC DIETZ

In witness whereof I have subscribed my name, ERIC DIETZ, this
May 14, 1996.

STATE OF FLORIDA)
COUNTY OF BROWARD) ss:

The foregoing articles were acknowledged before me this
May 14, 1996, by ERIC DIETZ, who has produced Florida driver's
license number D320-201-58-121-0 as identification and who did
take an oath.


NOTARY PUBLIC



Notary Public, State of Florida
ROBERT ADAM AUERBACH
My Comm. Exp. Feb. 11, 1997
Comm. No. CC 259249