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FILED
JUN 21 1996
FBI - ORL

June 18, 1996

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*****122.50 *****122.50

Secretary of State
Corporate Records Bureau
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

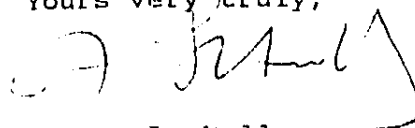
Re: Suntel Total Network, Inc.

Gentlemen:

Enclosed please find the Articles of Incorporation of Suntel Total Network, Inc. along with a money order in the amount of \$122.50 to record this document with the Secretary of State. Please register this name with the state. Please return a certified copy of the Articles of Incorporation to me in the enclosed, postage paid envelope.

Thank you for your kind cooperation.

Yours very truly,



Norman L. Hull

kb
Enclosure



ARTICLES OF INCORPORATION
OF
SUNTEL TOTAL NETWORK, INC.

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RECEIVED
JUL 21 1983

The undersigned, desiring to form a corporation under the laws of the State of Florida, hereby certify as follows:

FIRST: The name of the corporation is: SUNTEL TOTAL NETWORK, INC.

SECOND: The corporate existence of the corporation shall commence upon the filing of these articles by the Department of State and the duration of the corporation is perpetual.

THIRD: The purpose for which this corporation has been formed is to engage in the general business of telecommunications and related businesses. This corporation may also engage in any lawful business for which a corporation may be incorporated under the laws of the State of Florida. This corporation may exercise any and all powers necessary or convenient to carry out any business in which it may be engaged, and any powers incidental to the carrying out of such business.

FOURTH: There shall be a Board of Directors of the corporation initially consisting of one member, and all corporate powers shall be exercised by or under the authority of the Board of Directors, and the business and affairs of the corporation shall be controlled by the Board of Directors. The number of members of the Board of Directors may be changed from time to

time, as provided in the by-laws, but in no event shall the number of such members of the Board of Directors exceed three.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is One Hundred Million (100,000,000) shares of common stock having a par value of One Hundredth of one cent (\$.0001) per share.

SIXTH: The street address of the corporation's principal office and registered office 127 N. Magnolia Avenue, Orlando, Florida 32801 and the name of the corporation's registered agent at that address is Richard J. Kirkwood.

SEVENTH: The name and address of the corporation's sole incorporator is Richard J. Kirkwood, 127 N. Magnolia Ave. , Orlando, Florida 32801.

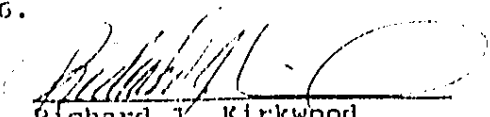
IN WITNESS WHEREOF, these articles have been signed by the undersigned this 18th day of June, 1996.


Richard J. Kirkwood
Incorporator

ACCEPTANCE

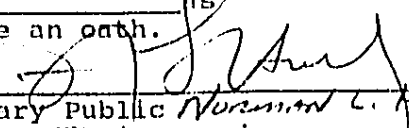
The undersigned, having been named as Registered Agent for Suntel Total Network, Inc. hereby accepts said designation and agrees to act in said capacity at the place indicated in the Articles of Incorporation, viz. 127 N. Magnolia Avenue, Orlando, Florida 32801. The undersigned further agrees to comply with the provisions of all statutes relative to the proper complete performance of his duties.

Dated this 18th day of June, 1996.


Richard J. Kirkwood
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18th day of June, 1996 by Richard J. Kirkwood, who is personally known to me or who has produced W/E identification and who did/did not take an oath.


Notary Public Norman L. Hull
My commission expires:



OFFICIAL SEAL
NORMAN L. HULL
My Commission Expires
Feb. 26, 1996
Comm. No. CC 181931