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DEPARTMENT OF STATE 1492 W. FLAGLER ST
STATE OF FLORIDA SUITE 200
100 EAST GATE STREET MIAMI FL 33135
TALLAHASSEE FL 32399 CONTACT: MARY STORMONT
FAX: (904) 921-4000 PHONE: (305) 541-3604
FAX: (305) 541-3770
(((H90000008521))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: ADVANCED TELECOM, CORP.
FAX AUDIT NUMBER: H90000008521 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/18/1996 TIME REQUESTED: 14:08:52
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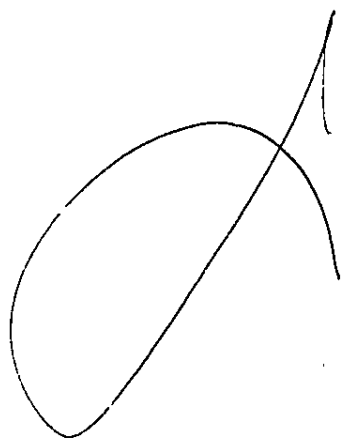
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(((H90000008521)))

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JUN 24 1996 16:14 FROM

TO

19049224(XXX)

P.01

06/24/96 14:00 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 24, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: ADVANCED INTERTEL CORPORATION
REF: W96000012986

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: W96000008521
Letter Number: 796A00031280



PREPARED BY:
 STANLEY PERKINS
 B & L BUSINESS LOGICAL, INC.
 311 N. B. WAYNE ST. 2ND
 MIAMI, FL. 33136 (305) 521-1111

(5)

ARTICLES OF INCORPORATION

ARTICLE I -- NAME

THE NAME OF THIS CORPORATION IS:

ADVANCED INTERTEL CORPORATION

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**6040 OAK BAND STREET
 SUITE NO. 13110
 ORLANDO, FLORIDA 32835**

ARTICLE II -- PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III -- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV -- PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V -- INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

**6040 OAK BAND STREET
 SUITE NO. 13110
 ORLANDO, FLORIDA 32835**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

CHARLES SABA

1ES80000096H

1ES80000096H



PREPARED BY:
STATE STREET BANK
200 STATE STREET, 10TH FLOOR
BOSTON, MA 02109
TEL: (617) 552-1000
FAX: (617) 552-1001

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

CHARLES SABA PRESIDENT & DIRECTOR

ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

**CHARLES SABA
6040 OAK BOND STREET
SUITE NO. 13110
ORLANDO, FLORIDA 32835**

ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X -- BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 15TH DAY OF JUNE OF 1996.

Incorporator

JUL-24-1996 16:17 1803

TO

19049224000

P.05

B & I

PREPARED BY:
STUART B. BENTLEY
P.O. BOX 111111, LAKELAND, FL 33811
(813) 941-1111 (FAX) (813) 941-1111

**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT ADVANCED INTERTEL CORPORATION DESIRING TO ORGANIZE UNDER
THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE
COUNTY OF BADE, STATE OF FLORIDA, HAS APPOINTED CHARLES SABA, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF ADVANCED
INTERTEL CORPORATION TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND
AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS
26TH DAY OF JUNE, 1996.



Registered Agent

1CS80000096H

DATE OF ISSUE: 10-17-1999

TO

1903497240000

P.06



PREPARED BY:
BUTANE BROTHERHOOD
B & L SUPPLY CO. LLC, INC.
111 N.E. 10th Ave. STE 200
MIAMI, FL 33132 (407) 79-4111

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED **CHARLES SABA**, KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

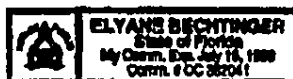
IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL SEAL.

IN THE STATE AND COUNTY AFORESAID THIS 24TH DAY OF JUNE, 1996.

il/93

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



1CS80000096H

996000053794

OFFICE USE ONLY (Document #)

Hernandez, Pili & Assoc.
(Requestor's Name)
3068 B Palm Ave.
(Address)
Mialeah, FL 33012 (305) 889-1991
(City, State, Zip) (Phone #)

2000019318202
-09/04/96--01094--009
*****35.00 *****35.00

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Advanced Intel Corporation 996000053794
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SEP 03 11 05 AM
TALLAHASSEE, FL
SECRETARY OF STATE

N. HENDRICKS SEP 10 1996

ARTICLES OF AMENDMENT TO THE ARTICLES
OF INCORPORATION
OF
ADVANCED INTERTEL CORPORATION

Pursuant to the provisions of section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to the Articles of Incorporation.

Item 1. Article I is changed to read:

Advanced Intertel Corporation
7575 W. Flagler St., Ste 202A
Miami, Fl 33144

Item 2. Article V is changed to read:
7575 W. Flagler St., Ste 202A
Miami, Fl 33144

Registered Agent of the corporation is:
Luis Claudio Oliveira

Item 3. Article VI is changed to read:
Teofilo Nejrão De Lima - President
Jose Goulart Lozano - Vice President
Gionconda Vettori - Secretary/Treasurer

All other provisions of the Articles of Incorporation are hereby ratified and reaffirmed.

The addition(s) are(were) adopted on the 23rd day of August, 1996, and approved by the shareholders in accordance with section 607.1006.

Dated August 23 1996

Advanced Intertel Corporation
(name of corporation)

BY Gionconda Vettori
(its authorized officer)

96 SEP 03 11 54 AM
FILED
SECRETARY OF STATE
FLORIDA

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ADVANCED INTERTEL CORPORATION
(must include suffix)
- _____

2. The name and address of the registered agent and office is:

LUIS CLAUDIO OLIVEIRA
(Name)

7575 W. FLAGLER ST., STE 202A
(Street address - P. O. Box or Mail Drop Box NOT acceptable)

MIAMI, FL 33144
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Luis Claudio Oliveira
(Signature)

9/11/96
(Date)