

FROM ENGLISH, MCCAUGHAN, & O'BRYAN P.A.

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NO. 5 P. 2

7/09/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

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FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.

DEPARTMENT OF STATE

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DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: MEGACALL, INC.

FAX AUDIT NUMBER: H96000009489

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
MEGACALL, INC.
A FLORIDA CORPORATION**

The undersigned, acting as Incorporator of MEGACALL, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is MEGACALL, INC. and the street address of the initial principal office of the Corporation is 1200 North Federal Highway, Suite 200, Boca Raton, Florida 33432.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of \$.01 par value Common Stock.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of the Corporation at that address is BMO Corporate Services, Inc.

PREPARED BY: Jonathan J. Lichtman, Esquire
English, McCaughan & O'Bryan, P.A.
100 N.E. Third Avenue, Suite 1100
Fort Lauderdale, FL 33301
(954) 462-3300
Florida Bar No. 717053

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two Directors to hold office until the first Annual Meeting of Shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The names and addresses of the initial Directors of the Corporation are:

Name

Address

William J. Wise

5 Third Street East
Cornwall, Ontario
Canada K6H 2C6

Ken Tatarow

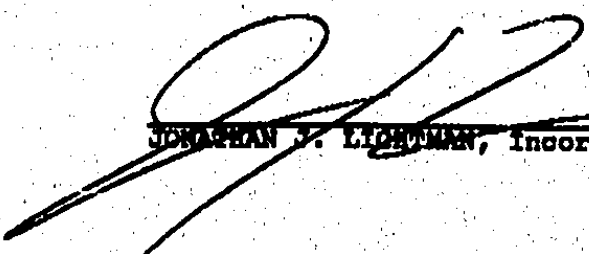
1655 Cambridge Drive
Clearwater, FL 34616

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is Jonathan J. Lichtman, Esquire, English, McCaughan & O'Bryan, P.A., 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8th day of JULY, 1996.


JONATHAN J. LICHTMAN, Incorporator

07.09.1996 14:09

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for MEGACALL, INC. at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

BMO CORPORATE SERVICES, INC.,
Initial Registered Agent

Dated: July 9, 1996 By: Debra H. Chrystie
DEBRA H. CHRYSTIE, Assistant
Secretary

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TALLAHASSEE, FLORIDA