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L. JAMES DICKSON, P.A.

ATTORNEY AT LAW

FEATHER SOUND CORPORATE CENTER II
13577 FEATHER SOUND DRIVE, SUITE 190
CLEARWATER, FLORIDA 34622-5532

TEL: (813) 573-7884
FAX: (813) 572-4205

September 5, 1996

MAILING ADDRESS
POST OFFICE BOX 17245
CLEARWATER, FLORIDA 34622-0245

VIA UPS DELIVERY

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32301

EFFECTIVE DATE
9-5-96

400001941534
-09/06/96--01068--019
*****70.00 *****70.00

RE: ARTICLES OF INCORPORATION - TELECOM SYSTEMS WORLDWIDE, INC.

Dear Madam or Sir:

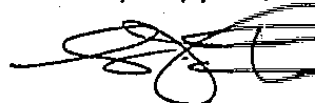
Enclosed please find two (2) fully executed originals of the Articles of Incorporation Telecom Systems Worldwide, Inc.

Please file these Articles of Incorporation of record, and furnish me an approval stamped copy of the filed Articles. Also enclosed is this firm's check, in the amount of seventy dollars (\$70.00), for the applicable filing fees.

Please note that an effective date of September 5, 1996 has been requested.

Thank you for your cooperation and assistance. If you should have any questions, please do not hesitate to give me a call.

Very truly yours,



L. JAMES DICKSON

Enclosures)

FILED
SEP - 6 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-11-96
[Handwritten initials]

**ARTICLES OF INCORPORATION
OF
TELECOM SYSTEMS WORLDWIDE, INC.**

EFFECTIVE DATE
9-5-96

**Article 1
Name**

The name of this corporation is:

TELECOM SYSTEMS WORLDWIDE, INC.

FILED
96 SEP -6 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Article 2
Duration: Effective Date**

This corporation shall exist perpetually, commencing September 5, 1996.

**Article 3
Purposes**

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**Article 4
Capital Stock**

This corporation shall be authorized to issue One Million (1,000,000) shares of Common Stock, each having a par value of One Cent (\$.01).

**Article 5
Registered Office and Registered Agent**

The street address of the initial registered office of this corporation shall be 184 97th Avenue NE, St. Petersburg, Florida 33702. The name of the initial registered agent of this corporation at that address shall be Thomas H. Torre.

Article 6
Principal Office and Mailing Address

The principal office, and mailing address, of this corporation shall be:

184 97th Avenue NE
St. Petersburg, Florida 33702

Article 7
Initial Board of Directors

The number of directors comprising the full Board of Directors of the corporation shall initially be three (3). The number of directors comprising the full Board of Directors may be increased or decreased, from time to time, by action of the shareholders, but shall never be less than one (1). The name and address of the initial directors comprising the first Board of Directors of this corporation is as follows:

Rafael M. Zambrano
2333 Feather Sound Drive, No. B307
Clearwater, Florida 34622

Thomas H. Torre
184 97th Avenue NE
St. Petersburg, Florida 33702

Haysam Rachid
16041 Penwood Drive
Tampa, Florida 33647

Article 8
Incorporator

The names and addresses of the persons signing these Articles of Incorporation as the incorporator is:

Rafael M. Zambrano
2333 Feather Sound Drive, No. B307
Clearwater, Florida 34622

Thomas H. Torre
184 97th Avenue NE
St. Petersburg, Florida 33702

Haysam Rachid
16041 Penwood Drive
Tampa, Florida 33647

FILED
SEP - 6 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 9
Bylaws

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, subject to repeal or change by action of the shareholders.

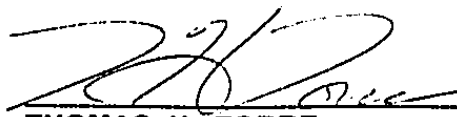
Article 10
Amendment

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders shall be subject to this reservation.

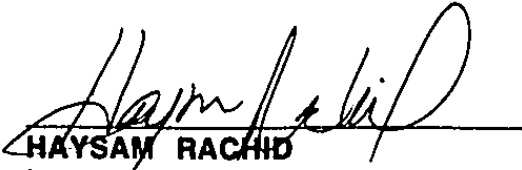
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this September 5, 1996.



RAFAEL M. ZAMBRANO
Incorporator



THOMAS H. TORRE
Incorporator



HAYSAM RACHID
Incorporator

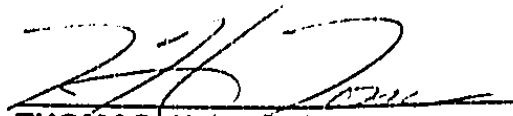
TELECOM SYSTEMS WORLDWIDE, INC

REGISTERED AGENT

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby accept appointment as registered agent. I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Section 607.0505, *Florida Statutes*.

Date: September 5, 1996


THOMAS H. TORRE
Registered Agent