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TALLAHASSEE, FL 32301-2607
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FAX: 904-201-0071

800-142-8086

P 960000077683



PRESTIGE
TELECOMMUNICATIONS SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 090034 4303929

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : September 18, 1996

ORDER TIME : 11:48 AM

ORDER NO. : 090034

CUSTOMER NO: 4303929

000001000000

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: FEROSA FLORIDA CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

9/18/96

FILED
STATE
SEP 19 11 21 AM '96

SEP 19 11 12 AM '96

ARTICLES OF INCORPORATION
OF
FEROSA FLORIDA CORP.

ARTICLE I

The name of the corporation is **FEROSA FLORIDA CORP.** (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 242 N.E. 1st Street, Miami, Florida 33131.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the Initial Board of Directors is three, and the

names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Nazih B. Hardan
242 N.E. 1st Street
Miami, Florida 33131

Fatima Jobal Claramonte
242 N.E. 1st Street
Miami, Florida 33131

Maria Elena Lopez
242 N.E. 1st Street
Miami, Florida 33131

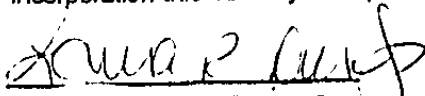
ARTICLE VII

The name of the Incorporator is ^A Laura R. Dunlap and the address of the Incorporator is 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 16th day of September, 1996.

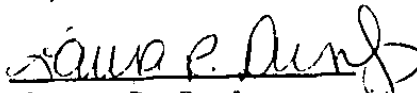


Laura R. Dunlap, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of FEROSA FLORIDA CORP., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company



Laura R. Dunlap, as its agent

Dated: September 16, 1996