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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
FROM: FAB-T CORP. AGENTS, INC.
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NAME: RAPIDLINK TELECOM, INC.
AUDIT NUMBER.....H96000014205
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 3
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**ARTICLES OF INCORPORATION
OF**

RAPIDLINK TELECOM, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: RAPIDLINK TELECOM, INC.

The principal place of business of this corporation shall be: 290 N.W. 165th St.,
Miami, Fl 33169

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 10,000 Shares at \$1.00 Par Value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Jean A. Cherubin 290 N.W. 165th St.
Miami, Fl 33169

Garry Belony 290 N.W. 165th St.
Miami, Fl 33169

Prepared by: Jean A. Cherubin
290 N.W. 165th St.
Miami, Fl 33169
(305) 949-9905

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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Jean A. Cherubin
Garry Bolony

290 N.W. 165th St.
Miami, FL 33169

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these
Articles of Incorporation this 09 day of October, 1996

Signature(s) of Incorporator(s)

Jean A. Cherubin
Garry Bolony

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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: RAPIDLINK TELECOM, INC.

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

Jean A. Cherubin 290 N.W. 165th St.
(P.O. BOX NOT ACCEPTABLE)

Miami, FL 33169

(CITY/STATE/ZIP)

SIGNATURE

Jean A. Cherubin
(Corporate Officer)

TITLE

DIRECTOR

DATE

10/09/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

Jean A. Cherubin

DATE

10/09/96

REGISTERED AGENT FILING FEE:

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