

TRANSMITTAL LETTER

9/16/96
40000087605

Department of State
Division of Corporations
P.O. Box 122
Tallahassee, FL 32314

SUBJECT: Incorporation of a new Company
Proposed Corporate Name

Netel Ltd. Inc.

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check for \$70.00. Please return one copy of the Articles stamped with the filing date.

FROM:

A. K. Govil

Name (print or type)

6213 Nimes Ct.

Address

Lutz. FL 33549

City, State, Zip

516-289-6161

Area Code and Phone Number (Daytime)

400001951854
-09/19/96--01076--004
*****70.00 *****70.00

SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 OCT 23 PM 1:48

FILED

10/24

N/A
4496-1588



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 20, 1996

A.K. GOVIL
6213 NIMES COURT
LUTZ, FL 33549

SUBJECT: NETEL LTD., INC.
Ref. Number: W96000019805

GROUP

① We have received your document for NETEL LTD., INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

② The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Loria Poole
Corporate Specialist

Letter Number: 996A00043394

ARTICLES OF INCORPORATION
OF

Netel Group Inc.
(Name of Corporation)

96 OCT 23 PM 1:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE 1: NAME

The name of the corporation shall be: Netel Group Inc.

ARTICLE 2: PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be (give street address and zip code): 6213 Nimes Ct., Lutz, FL 33549

ARTICLE 3: SHARES

All stock issued by this Corporation shall be common voting stock of a single class. The number of shares of stock that this corporation is authorized to have outstanding at any time is: One thousand shares of no par value.

ARTICLE 4: INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent is A. K. Govil

whose registered office is located at the place of business stated in Article 2 above.

ARTICLE 5: INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are: A. K. Govil, 6213 Nimes Ct., Lutz, FL 33549

The undersigned incorporators have executed these Articles of Incorporation this 16th Day of October, 19 96.

Signature [Signature]

Signature _____

Signature _____

Signature _____

Articles of Incorporation
Filing Fee — \$35.00

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to Florida law, 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/professional association is: _____

Netel Group Inc.

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

A. K. Govil

Full name

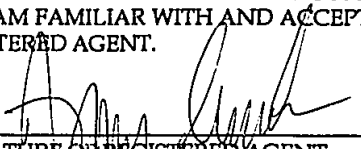
6213 Nimes Ct.

Address (P.O. Box *not* acceptable)

Lutz, FL 33549

City, State, and 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.



SIGNATURE OF REGISTERED AGENT

10/16/96

DATE

Designation of Registered Agent
Filing Fee — \$35.00

FILED
96 OCT 23 PM 4:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA