

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Shoptel, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
DATE _____
TIME _____ CK No. _____
BY BAK

WALK-IN
Will Pick Up 11-26-1205

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 10% per Annum.

THANK YOU
from
Your Capital Connection

**ARTICLES OF INCORPORATION
OF
SHOPTEL, INC.**

FILED
96 NOV 26 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Act (the "Act"):

ARTICLE I - NAME

The name of the corporation is **SHOPTEL, INC.**

ARTICLE II - PRINCIPAL OFFICE

The initial principal place of business or mailing address of the Corporation shall be located at 601 Brickell Key Drive, Suite #805, Miami, Florida 33131.

ARTICLE III - TERM OF EXISTENCE

The Corporation shall commence its corporate existence upon the filing of these articles with the Florida Department of State, and shall have perpetual existence thereafter, unless sooner dissolved.

ARTICLE IV - AUTHORIZED SHARES

The Corporation is authorized to issue ONE HUNDRED (100) Shares of common stock having a par value of One Cent (\$1.00), each entitled to one (1) vote per share.

ARTICLE V - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its

board of directors. Once a quorum at a directors' meeting has been established, the affirmative vote of a majority of the directors present is the act of the directors. The board of directors of the Corporation may grant powers of attorneys in favor of persons (the "Attorneys"), who need not be directors or officers thereof, authorizing such Attorneys to exercise any and all of its powers that the board of directors may deem necessary or desirable; which powers of attorney shall remain in effect until they are revoked and notice of the revocation is served to those dealing with the Attorneys.

Any and all the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders, adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The Corporation shall have TWO (2) DIRECTORS initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation. The initial directors, who shall hold office until their successors have been elected and qualified are:

Name of Directors:

Directors' Address:

JOSE A. GOYANES

601 Brickell Key Drive
Suite #805
Miami, Florida 33131

TERESA BARBA

601 Brickell Key Drive
Suite #700
Miami, Florida 33131

ARTICLE VI - INDEMNIFICATION

The Corporation shall have the power to indemnify and insure, at the discretion

of its board of directors, or its shareholders, or an independent legal counsel, to the fullest extent permitted and in the manner provided by the Act, its directors officers or other persons exercising their powers and duties (the "persons"), including when such persons are, or were, serving in any such capacity, at the request of the Corporation, in another Corporation or enterprise, whenever such persons are made a party, or are threatened to be made a party, to any threatened, pending or complete action, suit, or proceeding, whether civil, criminal, administrative, or investigative, at any state of such legal proceedings, for all expenses and amounts paid in settlement, except as may be limited by the Act.

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE VIII - INCORPORATOR

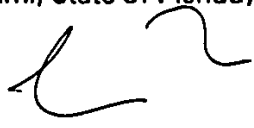
The subscriber to these Articles is Leoncio E. de la Peña, Esquire, whose address is 601 Brickell Key Drive, Suite #805, Miami, Florida 33131.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 601 Brickell Key Drive, Suite #805, Miami, Florida 33131, and the name of the initial registered agent of the Corporation at that address is Leoncio E. de la Peña, who, being familiar with the duties and responsibilities as registered agent of the

Corporation, by these presents accepts designation as registered agent of the Corporation and executes these presents.

IN WITNESS WHEREOF, the undersigned incorporator hereby executes and files these Articles of Incorporation in the City of Miami, State of Florida, on November 25, 1996.

BY:  (SEAL)
Leoncio E. de la Peña
Incorporator

ACCEPTANCE BY REGISTERED AGENT

FILED
96 NOV 26 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for METROCUTS, INC., and
place above designated: (i) I agree to act in this capacity; (ii) I agree to comply with
the provisions of all statutes relative to the proper and complete performance of my
duties; and (iii) I accept the duties and obligations of acting as registered agent
pursuant to Section 607.0505 of the Florida Business Corporation Act.

Authorized Signatory:

BY: 

Leoncio E. de la Peña


Date of Execution:

November 25, 1996

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 25th day of
November, 1996, by Leoncio E. de la Peña, to me personally known and who has
taken an oath.


Notary Public, State of Florida


Printed Notary Name



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