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TALLAHASSEE, FL 32301-2607  
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PREMIER HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. 1000000032

P960000096232

REFERENCE : 167025 81367A

AUTHORIZATION :

*Patricia Pizzuto*

COST LIMIT : \$ 70.00

ORDER DATE : November 25, 1996

ORDER TIME : 8:42 AM

ORDER NO. : 167025-005

CUSTOMER NO: 81367A

000002014180--0

CUSTOMER: Eugene M. Kennedy, Esq  
EUGENE KENNEDY, P.A.

517 Southwest First Avenue  
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: VANDERTEL CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

FILED  
96 NOV 26 AM 11:48  
TALLAHASSEE, FLORIDA

RECEIVED  
96 NOV 26 AM 10:50  
DIVISION OF CORPORATION  
*Dmc 11/26/96*

ARTICLES OF INCORPORATION  
OF  
VANDERTEL CORP.

FILED  
96 NOV 26 AM 11:48  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

VANDERTEL CORP.

The address of the principal office of this corporation shall be 517 Southwest First Avenue, Ft. Lauderdale, Florid 33301, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock having \$.001 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on November 26, 1996.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper  
It's Agent, Deborah D. Skipper

FILED

96 NOV 26 AM 11:48

ASSIGNMENT OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION TALLAHASSEE, FLORIDA

Corporation Service Company, a Delaware corporation, is authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper  
It's Agent, Deborah D. Skipper

JSK/VLP