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TALLAHASSEE, FL 32301-2607

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PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 196030 4723084

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pyzdek*

ORDER DATE : December 19, 1996

ORDER TIME : 3:13 PM

ORDER NO. : 196030-010

CUSTOMER NO: 4723084

300002034463--3

CUSTOMER: J. Bruce Irving, Esq  
BAILEY & JONES, P.A.

Suite 300  
501 Brickell Key Drive  
Miami, FL 331312623

DOMESTIC FILING

NAME: TVTEL USA, INC.

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: Carina L. Dunlap

EXAMINER'S INITIALS:

FILED  
96 DEC 19 PM 1:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 DEC 19 PM 3:38  
DIVISION OF CORP. REGISTRATION

*KL*  
12-20-96

ARTICLES OF INCORPORATION  
OF  
TVTEL USA, INC.

FILED  
96 DEC 19 PM 1:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation:

1. The Name of the Corporation is:

TVTEL USA, INC.

2. The address of the principal office of the Corporation and the mailing address of the Corporation is as follows:

501 Brickell Key Drive  
Suite 203  
Miami, Florida 33131-2608

3. The number of shares which the Corporation is authorized to issue is one hundred thousand (100,000) shares of common stock, with a par value of one cent (\$0.01) each.

4. The street address of the Corporation's initial registered office is 501 Brickell Key Drive, Suite 300, Miami, Florida 33131-2608, and the name of its initial registered agent at that office is J. Bruce Irving.

5. The names and addresses of the individuals who are to serve as the initial directors of the Corporation are:

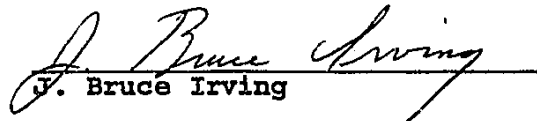
Luis A. Guerra  
501 Brickell Key Drive  
Suite 203  
Miami, Florida 33131-2608

Carlos Avalos  
501 Brickell Key Drive  
Suite 203  
Miami, Florida 33131-2608

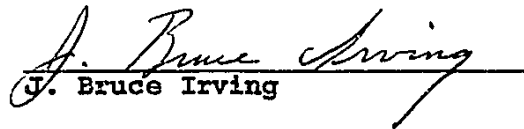
6. The name and address of the incorporator is:

J. Bruce Irving  
501 Brickell Key Drive  
Suite 300  
Miami, Florida 33131-2608

Dated: December 18, 1996

  
J. Bruce Irving

The undersigned, J. Bruce Irving, having been designated to act as registered agent of TVTEL USA, Inc., hereby agrees to act in that capacity.

  
J. Bruce Irving

JB1/hjh  
833333/TVTEL, INC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA