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December 20, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

7000002036557--6
-12/24/96--01044--016
***122.50 ***122.50

RE: Pens Telecom, Inc.

To Whom it May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original Articles and return a certified copy to our office in the envelope provided.

Enclosed herewith please find a check in the amount of \$122.50, as follows:

Filing Fee	35.00
Reg. Agent Fee	35.00
Certified Copy	<u>52.50</u>
TOTAL	\$122.50

Thank you for your cooperation.

Very truly yours,

KINGSLEY & KINGSLEY

By David J. Kingsley
David J. Kingsley

DJK/la

Enclosures

DEC 30 1996

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96 DEC 23 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
BS

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

PENS TELECOM, INC.

ARTICLE I

NAME

The name of this corporation is Pens Telecom, Inc.

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of sales of products related to the communications industry, and the transacting of any and all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common stock.

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL CORPORATE MAILING ADDRESS

The street address and the initial corporate mailing address are 11941 N.W. 24 Street, Plantation, Florida, 33323.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 11941 N.W. 24 Street, Plantation, Florida, 33323, and the name of the initial Registered Agent of this corporation at that address is Scott Smith.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Scott Smith	11941 N.W. 24 Street Plantation, FL 33323
Natasha Smith	11941 N.W. 24 Street Plantation, FL 33323
Patrick Strasburger	11941 N.W. 24 Street Plantation, FL 33323
Elizabeth Strasburger	11941 N.W. 24 Street Plantation, FL 33323

ARTICLE IX

INCORPORATOR

The name and address of the person signing these

Articles are: Scott Smith, 11941 N.W. 24 Street, Plantation,
Florida, 33323.

ARTICLE X

INDEMNIFICATION


The corporation shall indemnify any Officer or
Director, or any former Officer or Director, to the full extent
permitted by law.

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal
any provision contained in these Articles of Incorporation, or
any amendment hereto, and any right conferred upon the
shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation this 20th day of
December, 1996.


SCOTT SMITH

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:
FIRST: That Pens Telecom, Inc., desiring to organize under the
laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation at the City of
Plantation, County of Broward, State of Florida, has named Scott
Smith, County of Broward, State of Florida, as its agent to
accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named as Registered Agent 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 agree to comply with the provision of said Act relative to keeping open said office.

Scott Smith
SCOTT SMITH

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

FILED
85 DEC 23 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Scott Smith known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who presented drivers license as identification, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20 day of December, 1996.

Lisa Aprea
Notary Public
State of Florida at Large

My Commission Expires:

