

P97000000472

November 7, 1996

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

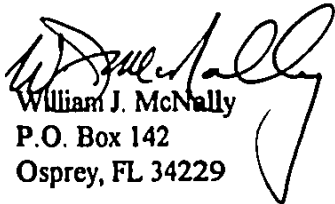
Re: Articles of Incorporation

Gentlemen:

Please find attached, articles of incorporation, dated November 7, 1996, for **InterWorld Telecom, Inc.**

Attached is our check in the amount of \$122.50, representing fees for filing and a certified copy.

Very truly yours,

  
William J. McNally  
P.O. Box 142  
Osprey, FL 34229

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-12/30/96--01062--002  
\*\*\*\*122.50 \*\*\*\*122.50

JAN 3 1996

**FILED**  
96 DEC 30 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

**ARTICLES OF INCORPORATION  
OF  
INTERWORLD TELECOM, INC.**

96 DEC 30 PM 12: 01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**FIRST:** The name of the corporation is: **INTERWORLD TELECOM, INC.**

**SECOND:** The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. The principal activity of the corporation will be to own and operate a sales, distribution and telecommunications business.

**THIRD:** The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is five thousand (5,000) shares of Common Stock having a par value of one dollar (\$1.00) per share.

**FOURTH:** The amount of capital with which this corporation will begin business will be not less than **FIVE HUNDRED (\$500.00) DOLLARS.**

**FIFTH:** The corporation is to exist perpetually.

**SIXTH:** The initial street address of the principal office of the corporation in the State of Florida is: 994 Laguna Drive, Venice, Florida 34285.

**SEVENTH:** This corporation shall have one director initially. The number of directors may be increased or decreased by by-laws adopted by the stockholders at any time and from time to time.

**EIGHTH:** The name and post office address of the member of the first Board of Directors is: William J. McNally P.O Box 142, Osprey, FL 34229.

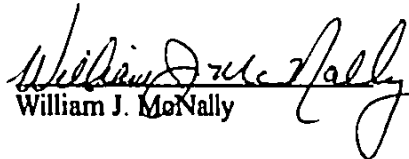
**NINTH:** The name and street address of the subscriber to these Articles of Incorporation is as follows: William J. McNally, 994 Laguna Drive, Venice, FL 34285.

**ARTICLES OF INCORPORATION  
OF INTERWORLD TELECOM, INC.**

**TENTH:** The name of the initial resident agent and the address of the resident office as follows: William J. McNally, 994 Laguna Drive, Venice, FL 34285.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11th day of November, 1996.

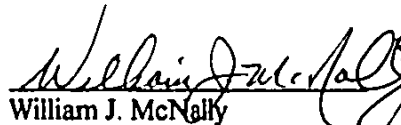
Subscriber:

  
William J. McNally

**CONSENT OF REGISTERED AGENT**

Having been named as Registered Agent at the registered office designated in the articles, the undersigned accepts the designation as registered agent.

Resident Agent:

  
William J. McNally

**FILED**  
9 DEC 30 PM 12:01  
CLERK OF THE  
STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA     )  
                                  SS  
COUNTY OF SARASOTA )

I HEREBY CERTIFY that on the 11th day of November 1996, before me a Notary Public duly authorized in the State and County named above to take acknowledgment, personally appeared William J. McNally to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and that the facts therein are truly set forth.

WITNESS my hand and official seal at Venice, Florida, Sarasota County, Florida, the day and year aforesaid.

My commission expires:

  
  
WILLIAM R. COPP  
MY COMMISSION # CC437247 EXPIRES  
April 4, 2000  
BONDED THRU TROY FARM INSURANCE, INC.