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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MAIN -1 COMMUNICATIONS, INC.
AUDIT NUMBER.....H97000000190
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0
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TALLAHASSEE-FLORIDA

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ARTICLES OF INCORPORATION

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OF

MAIN - 1 COMMUNICATIONS, INC.

The undersigned hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this corporation is Main - 1 Communications, Inc. The principal place of business and mailing address for the corporation is: 9987 Nob Hill Lane, Sunrise, Florida, 33351.

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ARTICLE II

PURPOSE

The general purpose or purposes for which the corporation is initially organized shall be to engage in the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida General Corporation Act; and the corporation shall have the power to take all action and do all things necessary and proper to carry out the foregoing purposes.

Prepared by:

Kevin L. Hagen, Esq.
3990 Sheridan St. #104
Hollywood, FL 33421
(954) 987.0515
FL. BAR NO. 008672

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ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of common stock having no par value.

ARTICLE IV

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law. The corporation shall be effective as of date of filing.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida is:

3990 SHERIDAN STREET, SUITE 104
HOLLYWOOD, FLORIDA 33021

and the name of the initial registered agent at that address is:

KEVIN L. HAGEN

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ARTICLE VI**NUMBER OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII**INITIAL BOARD OF DIRECTORS AND OFFICERS**

The names and addresses of the initial Board of Directors of this Corporation and their offices are:

<u>NAME</u>	<u>ADDRESS</u>
Leslie Garner President	9987 Nob Hill Lane Sunrise, Florida 33351
Judy F. Garner Vice President	9987 Nob Hill Lane Sunrise, Florida 33351

ARTICLE VIII**SUBSCRIBER**

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Judy F. Garner	9987 Nob Hill Lane Sunrise, Florida 33351

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H97000000190

ARTICLE IX**CUMULATIVE VOTING FOR DIRECTORS**

At all elections of directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of shares which he is entitled to vote multiplied by the number of directors to be elected; and he may cast all such votes for a single director, or may distribute them among any number of directors to be elected.

ARTICLE X**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the incorporator, have executed these Articles of Incorporation this 4 day of Jan, 1997.

Judy Garner (SEAL)

STATE OF FLORIDA)
COUNTY OF BROWARD)

) ss:

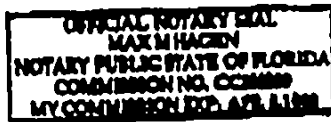
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BEFORE ME, the undersigned authority, personally appeared to me, Garner, well known and known to me to be the individual described in, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Hollywood, County of Broward, State of Florida, this 4 day of Jan, A.D., 1997.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



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

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IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST-THAT

Main - 1 Communications, Inc.
CORPORATE NAME

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF
HOLLYWOOD, STATE OF FLORIDA, HAS NAMED KEVIN L. HAGEN LOCATED
AT 3990 SHERIDAN STREET, SUITE 104, CITY OF HOLLYWOOD, STATE OF
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Judy Garner
BY: Judy F. Garner
TITLE: Vice President

Dated this 4 day of January, 1997.

HAVING BEEN NAMED 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 I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Kevin L. Hagen
KEVIN L. HAGEN
RESIDENT AGENT

Dated this 4 day of January, 1997.

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