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ACCOUNT NO. : 072100000032
REFERENCE : 220879 7109825
AUTHORIZATION :
COST LIMIT : \$ PPD

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 14, 1997
ORDER TIME : 9:30 AM
ORDER NO. : 220879-005
CUSTOMER NO: 7109825

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*****70.00 *****70.00

CUSTOMER: Mr. John A. Moran
DUNLAP MORAN ROKNICH & GIBSON,
P.A.
Sarasota City Center
1819 Main Street, Suite 700
Sarasota, FL 34236

DOMESTIC FILING

NAME: TEL COM TRADE 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: W. Charles Earnest
EXAMINER'S INITIALS:

RECEIVED
1/14/97
W. Charles Earnest

FILED

ARTICLES OF INCORPORATION
OF
TEL COM TRADE CORP.

97 JAN 14 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is: TEL COM TRADE CORP.

ARTICLE II - TERM OF EXISTENCE

The date and time when corporate existence shall commence shall be the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 572 Commonwealth Lane, Sarasota, FL 34242.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is Suite 700, 1819 Main Street, Sarasota, Florida 34236, and the Registered Agent at such office is John A. Moran.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Herbert Wutz	Lena Christ Str. 6A 83620 Vagen Germany
Suzanne Wutz	Lena Christ Str. 6A 83620 Vagen Germany

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Herbert Wutz	572 Commonwealth Lane Sarasota, FL 34242

The undersigned has executed these Articles this ____ day of
1/7/97, 1997.



HERBERT WUTZ
Incorporator

Having been named as Registered Agent and to accept service of process for , at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

1/12/97

Date



JOHN A. MORAN
Registered Agent

JAN:rr\c\Tel-Com.ART

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TALLAHASSEE, FLORIDA