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REFERENCE : 237221 81299A
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COST LIMIT : \$ PPD

ORDER DATE : January 27, 1997

ORDER TIME : 10:39 AM

ORDER NO. : 237221-005

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-01/27/97-01020-011
****122.50 ****122.50

CUSTOMER NO: 81299A

CUSTOMER: Leonard H. Marks, Esq
LEONARD H. MARKS, P.A.

500 East Kennedy Boulevard

Tampa, FL 33602

DOMESTIC FILING

NAME: CAN-AM TELECOMMUNICATIONS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

FILED
97 JAN 27 AM 8:39
SEC. OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 JAN 27 PM 12:02
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

KL
1-28-97

**ARTICLES OF INCORPORATION
OF
CAN-AM TELECOMMUNICATIONS, INC.**

97 JAN 27 AM 8:39
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of the corporation is **CAN-AM TELECOMMUNICATIONS, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal office, if known, and a mailing address of the corporation is as follows:

Principal Office

5401 W. Kennedy Blvd., Ste. 740
Tampa, Florida 33615

Mailing Address

c/o Curtis A. Crenshaw
5401 W. Kennedy Blvd., Ste. 740
Tampa, Florida 33615

ARTICLE III - COMMENCEMENT AND DURATION

The corporation shall commence its corporate existence on the date of the filing of these Articles of Incorporation, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - AUTHORIZED SHARES

The corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock. The shares of stock may be issued for such consideration, having a value not less than the par value, if any, of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and address of the initial director who shall hold office until his successor(s), who shall be chosen at the first meeting of the shareholders have qualified, shall be:

<u>Name</u>	<u>Address</u>
Eric Lisus	250 Sheppard Avenue East Suite 200 North York, Ontario Canada M2N 6M9

ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and shareholders, but the board of directors may not alter, amend or repeal any bylaws

adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE IX - AMENDMENT

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose.

ARTICLE X - INCORPORATOR

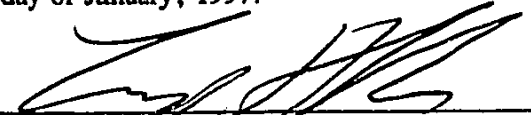
The name and address of the Incorporator to these Articles of Incorporation is:

Leonard H. Marks, Esquire
500 East Kennedy Blvd.
Tampa, Florida 33602

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 500 East Kennedy Blvd., Tampa, Florida 33602, and the name of the initial registered agent of the corporation at that address is Leonard H. Marks.

IN WITNESS WHEREOF, the undersigned, as incorporator hereby executes these Articles of Incorporation this 24th day of January, 1997.


LEONARD H. MARKS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 24th day of January, 1997, by Leonard H. Marks, who is personally known to me and who did not take an oath.



ADA M FALKINGHAM
My Commission OC825226
Expires Jan. 17, 2000

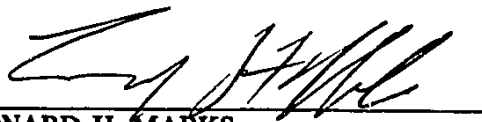
Ada M. Falkingham
Notary Public
Print Name: Ada M. Falkingham

My commission expires: Jan. 17, 2000

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

The undersigned hereby accepts the designation as registered agent of the above corporation.



LEONARD H. MARKS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA