

JAMES A. DEVITO
GERALD R. COLEN

DEVITO & COLEN P.A.
ATTORNEYS AT LAW

7243 BRYAN DAIRY ROAD
LARGO, FLORIDA 33777
(813) 545-8114
FAX (813) 545-8227

9970000067893

Department of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32301

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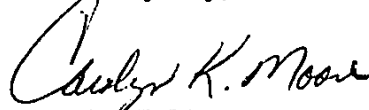
RE: ITEL Technologies Corp.

Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed.

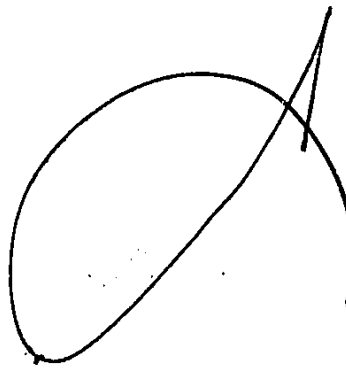
Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Yours very truly,



Carolyn K. Moore
Legal Assistant

/ckm
Enclosure

 1/28

97 JAN 21 AM 9:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

**ARTICLES OF INCORPORATION
OF
ITEL TECHNOLOGIES CORP.**

FILED
97 JAN 21 AM 9:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following ARTICLES OF INCORPORATION for such corporation:

ARTICLE I. NAME

The name of this corporation is ITEL TECHNOLOGIES CORP.

ARTICLE II. DURATION

The period of its duration is perpetual.

ARTICLE III. PURPOSE

This Corporation is organized to engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue 500 shares of stock.

ARTICLE V. INITIAL STREET ADDRESS

The initial street address of the principal office of this Corporation is 7243 Bryan Dairy Road, Largo, Florida 33777.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of directors constituting its initial board of directors is one, whose name and address are:

GERALD R. COLEN, 7243 Bryan Dairy Road, Largo, FL 33777.

ARTICLE VII. INCORPORATORS

The name and address of the incorporators are:

GERALD R. COLEN, 7243 Bryan Dairy Road, Largo, FL 33777.

ARTICLE VIII. AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these ARTICLES OF INCORPORATION, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX. REGISTERED AGENT AND ADDRESS

The name of the registered agent and the street address of the registered office are as follows:

GERALD R. COLEN, 7243 Bryan Dairy Road, Largo, FL 33777.

ARTICLE X. POWERS

This Corporation shall have the power to do any and all things necessary, suitable, convenient or proper for the accomplishment of any of the purposes of the attainment of any of

the objects relative to the operation and maintenance of a business. In addition, this Corporation shall have all the powers set forth in Chapter 607.011, Florida Statutes (1984), and as amended thereafter.

ARTICLE XI. 1244 ELECTION

The capital stock issued by the Corporation shall be issued in accordance with the requirements of Section 1244 of the Internal Revenue Code, so as to have it qualify as Section 1244 stock, and the Corporation shall adopt appropriate resolutions to accomplish this purpose.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these ARTICLES OF INCORPORATION, this 13th day of January, 1996: 1997


INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as Registered Agent for said Corporation and certify that I am familiar with and accept the obligations of that position.


REGISTERED AGENT

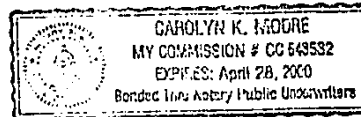
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared GERALD R. COLEN, who is personally known to me or produced N/A as identification and who, being by me first duly sworn, deposes and says that he is the person who subscribed the above and foregoing ARTICLES OF INCORPORATION for the purposes therein expressed.

SWORN TO and subscribed before me this 17th day of January, 1996/1997

Carolyn K. Moore
NOTARY PUBLIC

My Commission Expires:



FILED
97 JAN 21 AM 9:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA