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ACCOUNT NO. : 072100000032

REFERENCE : 244396 *Patricia P. 11/10/96*

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : January 31, 1997

ORDER TIME : 11:43 AM

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ORDER NO. : 244396-005

CUSTOMER NO: 7119946

CUSTOMER: Thomas H. Buscaglia, Esq
T. H. BUSCAGLIA AND
ASSOCIATES
Suite 200, Warner Place
111 Southwest Fifth Avenue
Miami, FL 33130

FILED
97 JAN 31 AM 9:34
TALLAHASSEE, FLORIDA
SECRET

DOMESTIC FILING

NAME: TELECOMMUNICATIONS MANGAGEMENT
GROUP, 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: James Guy

EXAMINER'S INITIALS:

RECEIVED
97 JAN 31 PM 2:45
DIVISION OF CORPORATION

KL
2.3.97

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JAN 31 AM 9:34
SECRET
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TELECOMMUNICATIONS MANAGEMENT GROUP, INC.**

ARTICLE I - NAME

The name of this corporation is

TELECOMMUNICATIONS MANAGEMENT GROUP, INC.

ARTICLE II - BEGINNING OF CORPORATE EXISTENCE AND DURATION

The existence of this corporation shall commence on the earliest day allowable pursuant to Florida law for the commencement of corporate existence, and shall continue perpetually unless dissolved pursuant to Florida law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business allowed under the laws of the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 9,000 shares of One Dollar (\$0.10) Par Value Voting Common Stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

Registered Agent

Street Address of Registered Office

Company Agent, Inc.

Warner Place - Suite 200
111 Southwest Fifth Avenue
Miami, Florida 33130-1381

The principal place of business is 2455 Hollywood Boulevard, Hollywood, Florida 33020.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one initial director. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The name and address of the initial director is:

Thomas H. Buscaglia	Warner Place - Suite 200
	111 Southwest Fifth Avenue
	Miami, Florida 33130-1381

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

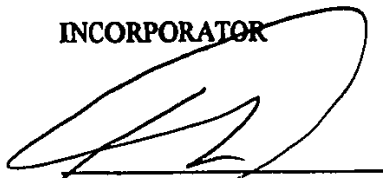
Thomas H. Buscaglia
Warner Place - Suite 200
111 Southwest Fifth Avenue
Miami, Florida 33130-1381

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the full extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation this 30 day of January, 1997.

INCORPORATOR


Thomas H. Buscaglia, Esquire

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