IDATION ONLY

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CORPORATION(S) NAME

W.P. Varifier

CR2E031 (R8-85)

Tristar	Telecomm.,	Inc.		
		97 FEB -5 PH 1: 1800-432-3028 SECRETARY OF STATE () Merk () Other () Change of Registered Agent Certificate Under Scal () After 4:30		
Profit () NonProfit	() Amendment	FILED R-5 PH AKIT OF S SSEE, FL		
() Foreign	() Dissolution	() Mark		
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Acknowledgment		表 ^い の		

TRANSMITTAL LETTER

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

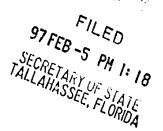
SUBJECT: (P	roposed corporate n	ame - must include suf	ffix)		
Enclosed is an original	and one (1) co	py of the articles o	f incorporation	and a check	
for: \$70.00 Filing Fee	\$78.75 Filing Fee & Certificate	\$122.50 Filing Fee & Certified Copy Additional Copy	\$131.25 Filing Fee, Certified Copy & Certificate		
FROM: Luis Medina Name (printed or typed)					
13533 S.W. 66 Terrace Address					
Wiami, Florida 33183 City, State & Zip					
	(205) Daytime	387 - OSO	G		

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

TRISTAR TELECOMM., INC.



The undersigned subscribers to the Articles of incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is TRISTAR TELECOMM., INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any and all lawful activities permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares that this corporation is authorized to have outstanding at any one time is 100 shares of Common Stock at no par value.

ARTICLE IV - TERMS OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - ADDRESS

The initial address for the corporation is 1187 W. 37th Street; Hialeah, Florida 33012.

ARTICLE VI - DIRECTORS

The corporation shall have one (1) Director initially. The number of Directors may be increased or decreased as prescribed by the By-Laws adopted by the Stockholders.

ARTICLE VII - INITIAL DIRECTORS

The name and address of the members of the first Board of Directors who shall hold office until their successors are elected and qualified is as follow:

David Garcia

1187 W. 37th Street Hialeah, Florida 33012

ARTICLE VIII - SUBSCRIBERS

The name and post office address of each subscriber to these Articles Of Incorporation is (are):

David Garcia

1187 W. 37th Street Hialeah, Florida 33012

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles Of Incorporation this 31 day of January, 1997.

Davi⁄d Garcia

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING PERSON UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 607.034 of Florida Statutes, the following is submitted in compliance with said Act:

TRISTAR TELECOMM., INC. desiring to organize under the laws of the State of Florida, has named David Garcia whose address is 1187 W. 37 Street; Hialeah, Florida as Registered Agent to accept service of process within the State.

David Garcia

ACKNOWLEDGEMENT:

Having been named as Registered Agent and to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept the appointment 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.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3/day of January, 1997, at Miami, Dade County, Florida.

David Garcia Registered Agent