

LAW OFFICES  
**COLODNY, FASS & TALENFELD, P.A.**

2000 West Commercial Boulevard  
Suite 232

Fort Lauderdale, Florida 33309

Michael Colodny  
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Howard M. Talenfeld

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J. Paul Canino, Jr.  
A. Margot Hersh  
Stuart B. Kinsky

**991000012681**

SECRETARY OF STATE  
STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
PO BOX 6327  
TALLAHASSEE FL 32314

900002079809--7  
-02/06/97--01027--002  
\*\*\*\*122.50 \*\*\*\*122.50

RE: CFTcom, INC.

Dear Sir:

Enclosed please find original Articles of Incorporation of CFTcom, Inc. We also enclose our firm check in the amount of \$122.50 representing:

Filing fee .....\$35.00  
Certificate designating registered agent .....\$35.00  
Certified copy of Articles of Incorporation .....\$52.50

TOTAL FEE: .....\$ 122.50  
=====

Please forward a certified copy of the Articles of Incorporation to our office at your earliest opportunity. Thank you for your attention to this matter.

Very truly yours,

COLODNY, FASS & TALENFELD, P.A.

HOWARD M. TALENFELD

HMT:cm

Enclosures:

Original Articles  
Check for \$122.50

ARTICLES OF INCORPORATION  
OF  
CFTcom, INC.

97 FEB -6 PM 3:17  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: CFTcom, INC. Its business shall be carried on at 2000 West Commercial Blvd., Suite 232, Broward County, State of Florida 33309, in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be that provided below:

- (a) To sue and be sued, complain, and defend in its corporate name;
- (b) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
- (c) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- (d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
- (e) To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.0833;
- (f) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with

shares or other interests in, or obligations of, any other entity;

- (g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;
- (h) To lend money, invest and reinvest in funds, and receive and hold real and personal property as security for repayment;
- (i) To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;
- (j) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;
- (k) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;
- (l) To make donations for the public welfare or for charitable,, scientific, or educational purposes;

- (m) To transact any lawful business that will aid governmental policy;
- (n) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;
- (o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries.
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder;
- (q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity; and
- (r) To engage in the purchase and sale of local long distance telephone services, teleconferencing services and other services and products in the telecommunications industry.

#### ARTICLE III

The maximum number of shares that the corporation is authorized to have outstanding at any time shall be six hundred (600) shares of common stock at a par value of \$1.00 per share.

#### ARTICLE IV

The amount of capital with which the corporation will begin business shall be \$600.00.

#### ARTICLE V

The registered principal office of this corporation will be 2000 West Commercial Blvd., Suite 232, Fort Lauderdale, Broward County, FL 33309.

#### ARTICLE VI

The names and post office addresses of the first Board of Directors, who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
HOWARD M. TALENFELD	2000 West Commercial Blvd. Suite 232 Fort Lauderdale, FL 33309

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

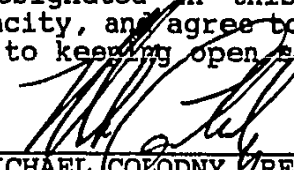
#### ARTICLE VII

In pursuance of Chapter 48.091, Florida Statutes the following is submitted, in compliance with said Act:

First. That CFTcom, INC., desiring to organize under the laws of the State of Florida with its registered office indicated in the Articles of Incorporation at 2000 West Commercial Blvd., Suite 232, City of Fort Lauderdale, County of Broward, State of Florida, has named MICHAEL COLODNY as its agent to accept service of process within this State.

#### ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
MICHAEL COLODNY, RESIDENT AGENT  
2000 West Commercial Blvd.  
Suite 232  
Fort Lauderdale, FL 33309

RECEIVED  
FEB - 6 PM 3:18  
CLERK OF STATE  
TALLAHASSEE FLORIDA

ARTICLE VIII

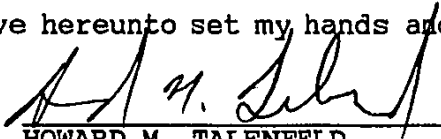
The name and address of the subscribers to the Articles of Incorporation and the amount of stock they agree to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
HOWARD M. TALENFELD	2000 West Commerical Blvd. Suite 232 Fort Lauderdale, FL 33309	600

ARTICLE IX


The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

4th IN WITNESS WHEREOF, I have hereunto set my hands and seal this  
day of February, 1997.

  
\_\_\_\_\_  
HOWARD M. TALENFELD

STATE OF FLORIDA :  
: SS.  
COUNTY OF BROWARD :

4th The foregoing instrument was acknowledged before me this  
day of February 1997, by HOWARD M. TALENFELD  
who is personally known to me.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My Commission Expires:

