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February 4, 1997

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

300002079823--4
-02/06/97--01027--006
****122.50 ****122.50

Re: INFOTEL INTERNATIONAL SERVICES, INC.

Dear Sirs:

Enclosed are an original and one copy of the Articles of Incorporation of INFOTEL INTERNATIONAL SERVICES, INC. for filing. Also enclosed is a check in the amount of \$122.50 to cover the cost of the filing fees.

Kindly confirm receipt of the filing of the Articles of Incorporation by enclosing the stamped copy in the envelope provided for your convenience.

Your cooperation and assistance in this matter are greatly appreciated.

Very truly yours,

Jack L. Platt, Esq.

Enclosures

JLP/is

97 FEB -6 PM 3:32

ARTICLES OF INCORPORATION
OF
INFOTEL INTERNATIONAL SERVICES, INC.

FILED
97 FEB -6 PM 3:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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. NAME

The name of the corporation shall be:

INFOTEL INTERNATIONAL SERVICES, INC.

The principal place of business of this corporation shall be 255 East Drive, Suite K, Melbourne, Florida 32904.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 525 E. Strawbridge Avenue, Melbourne, Florida 32901, and the name of the initial registered agent of the corporation at that address is Jack L. Platt, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation may file as an S corporation.

ARTICLE VIII. DIRECTORS

This corporation shall have one director, initially. The name and street address of the initial director is:

F. Donald Lehrmann

255 East Drive, Suite K
Melbourne, Florida 32904

ARTICLE IX. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporate life, or until his successors are elected or appointed is:

F. Donald Lehrmann	255 East Drive, Suite K
President	Melbourne, Florida 32904

ARTICLE X. INCORPORATOR

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

F. Donald Lehrmann
255 East Drive, Suite K
Melbourne, Florida 32904

IN WITNESS WHEREOF, the undersigned authorized agent has hereunto set his hand and seal and produced (personally known) as identification, on this 4th day of February, 1997.


F. DONALD LEHRMANN

STATE OF FLORIDA

COUNTY OF BREVARD

The foregoing instrument was acknowledged before me, a Notary Public, on this 4th day of February, 1997.


Notary Public

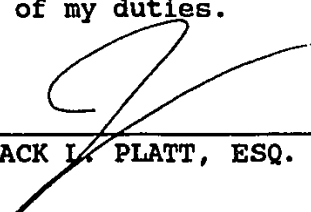
My Commission Expires:



BETH S. WADDELL
MY COMMISSION # 00456101 EXPIRES
JUNE 25, 1999
BONDED UNDER THE FLORIDA NOTARY PUBLIC ACT

AGREEMENT TO ACCEPT SERVICE

Having been named to accept service of process for the
aforementioned corporation, at the places designated in this
certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the
proper and complete performance of my duties.



JACK L. PLATT, ESQ.

DATED: 2/4/97

STATE OF FLORIDA

COUNTY OF BREVARD

Before me, personally appeared JACK L. PLATT, ESQ., and
produced (personally known) as identification, on
this 4th day of February, 1997.



Notary Public

My Commission Expires:



BETH S. WADDELL
MY COMMISSION # CC458107 EXPIRES
JUNE 25, 1999
BONDED THROUGH TROY FARM INSURANCE CO.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

97 FEB -6 PM 3:32

FILED