

P97000014659

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
97 FEB 14 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL FEB 14 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	2-14-97		
TIME	9:20		CK No. _____
BY	DR		

WALK-IN
Will Pick Up _____

RE: BrasTel Communications, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
100002087651--1		
<input type="checkbox"/> Name Reservation	-02/14/97--01016--020	
<input type="checkbox"/> Annual Report/Reinstatement	****122.50 ****122.50	
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS _____		

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

FILED

97 FEB 14 PM 2:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF BRASTEL COMMUNICATIONS, INC.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following *Articles of Incorporation*.

Article I, Name

The name of the corporation shall be:
Brastel Communications, Inc.

Article II, Mailing Address

The mailing address of this corporation shall be:
7448 Republic Drive - Orlando, FL., 32819.

Article III, Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
1000 Shares with \$ 1.00 Par Value.

Article IV, Initial Registered Agent and Street Address

The name and address of the initial registered agent is:
Edegar A. Pinto
5850 Lakehurst Dr., Suite 100, Orlando, Florida 32819

Article V, Incorporator.

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

Edegar A. Pinto

Address

5850 Lakehurst Drive suite 100, Orlando, FL., 32819.

Continuation, Page 2

Article VI, Purpose.

The purpose of this corporation shall be to sell, operate, own, administer and distribute all types of telecommunications equipment. It can also be the representative of other companies if so is desired. This Corporation will trade with international and national corporations and individuals alike, always respecting the regulations existing in those areas. These objectives should not affect the capability to do all other businesses under the Laws of the United States of America and the State of Florida.

Article VII, Initial Board of Directors and Officers.

The names and Post Office Addresses of the members of the first board of directors and Officers are:

Jose M. Almeida - President, Director, Secretary and Treasurer

Postal address at:

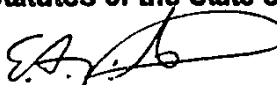
7448 Republic Drive - Orlando, Fl., 32819.

Continuation, Page 3

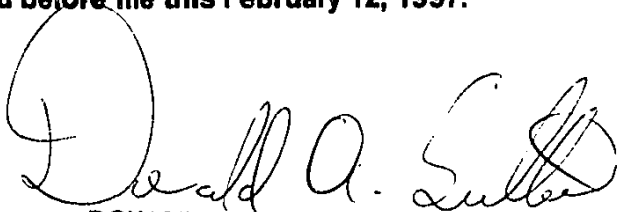
Affidavit

State of Florida, Orange County.

Before me this day personally appeared Edegar A. Pinto, who being duly sworn, deposed and said that he is the Incorporator of Brastel Communications, Inc. and is hereby duly authorized, responsible and apt to incorporate according to the Statutes of the State of Florida.


Edegar A. Pinto

Sworn to and subscribed before me this February 12, 1997.



DONALD A. SUTTON
Notary Public, State of Florida
My Comm. Expires May 31, 1998
No. CC 376691
Bonded Thru Official Notary Seal

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: BRASTEL COMMUNICATIONS, INC.

2. The name and address of the registered agent and office is:

EDEGAR A. PINTO

(Name)

5850 LAKEHURST DRIVE, SUITE # 100

(P.O. Box not acceptable)

ORLANDO, FLORIDA 32819

(City/State/Zip)

FILED
97 FEB 14 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

E.A. Pinto
(Signature)

Donald A. Sutton

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 13 day of FEB, 1997, by EDEGAR A. PINTO

Personally Known ✓ Not by identification
Type of Identification Produced _____

DONALD A. SUTTON
Notary Public, State of Florida
My Comm. Expires May 31, 1998
No. CC 376691
Bonded Thru Official Notary Service