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January 16, 1997

VIA AIRBORNE EXPRESS

Florida Department of State
Division of Corporation
4099 East Gaines Street
Tallahassee, FL 32399

INTERNATIONAL COMMUNICATIONS, INC.
RE: Access/Communications, Inc.

700002064897--1
-01/22/97--01128-018
***122.50 ***122.50

Dear Sir/Madam:

Enclosed herewith please find an original and two copies of Articles of Incorporation for Access/Communications, Inc. Kindly file same and return a copy marked "FILED" to this office. I have enclosed a self-addressed, stamped envelope for your convenience.

In addition, enclosed please find our check in the sum of \$122.50 representing your filing fee in this matter.

Should you have any questions, kindly advise.

Very truly yours,

Frederick C. Biehl, III
Frederick C. Biehl, III

FCB:ef
Enc.

FILED
97 FEB -17 PM 3:29
TALLAHASSEE, FLORIDA

PH 2/17/97
2107
1/29/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 29, 1997

FREDERICK C. BIEHL, III, ESQ.
75 EISENHOWER PARKWAY
ROSELAND, NJ 07068-1693

SUBJECT: ~~ACCESS/COMMUNICATIONS, INC.~~
Ref. Number: W97000002107

Inkawa
We have received your document for ~~ACCESS/COMMUNICATIONS, INC.~~ and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 897A00004497

ARTICLES OF INCORPORATION

OF

ACCESS INTERNATIONAL COMMUNICATIONS, INC.

FILED

97 FEB 17 PM 3:29

TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is ACCESS INTERNATIONAL COMMUNICATIONS, INC.

SECOND: The address, wherever located, of the principal office of the corporation, if known, is 1320 South West 20th Street, Boca Raton, Florida 33486.

THIRD: The mailing address, wherever located, of the corporation is 1320 South West 20th Street, Boca Raton, Florida 33486.

FOURTH: The number of shares that the corporation is authorized to issue is 2,500, all of which are without par value and are of the same class and are to be Common shares.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is John P. Foss, 1320 South West 20th Street, Boca Raton, Florida 33486.

The name of the initial registered agent of the corporation at the said registered office is John P Foss.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and the address of the incorporator is:

NAME

ADDRESS

John P. Foss

1320 South West 20th Street
Boca Raton, Florida 33486

SEVENTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purpose of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for,

or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

EIGHTH: The purposes for which the corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

NINTH: The duration of the corporation shall be perpetual.

TENTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ELEVENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on January 9, 1997



John F. Foss, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

By: _____

John P. Foss

Date: January 9, 1997

FILED
97 FEB 17 PM 3:30
STATE
TALLAHASSEE, FLORIDA