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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: PUEBLO TELEPHONE & COMMUNICATIONS, INC.

AUDIT NUMBER.....H97000002821

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 1

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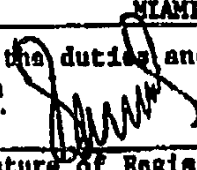
ARTICLES OF INCORPORATION

Article 1: Name of Corporation PUEBLO TELEPHONE & COMMUNICATIONS, INC.
Address of Corporation 2920 NORTHWEST 7th STREET
MIAMI, FLORIDA 33125

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100, with a par value of \$1.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED OFFICE: REGISTERED NAME: PAUL STEVENS
2127 BRICKELL AVENUE Suite 3802
MIAMI, FLORIDA 33129

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

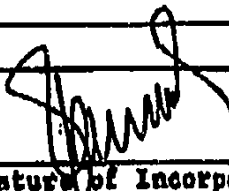
 2/18/97
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Secretary/Additional Directors.
1. PAUL STEVENS
2127 BRICKELL AVENUE SUITE 3802
MIAMI, FLORIDA 33129

Article 5: The Name and Address of the INCORPORATOR is:

PAUL STEVENS
2127 BRICKELL AVENUE SUITE 3802
MIAMI, FLORIDA 33129

In witness whereof I have subscribed my name


Signature of Incorporator

PAUL STEVENS

H97-2821

Prepared by:

ace INDUSTRIES, INC.

54 NW 11th Street
Miami, FL 33136
305-358-2571

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