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Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-02/20/97--01041--015
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Re: Incorporation of PrimeTel Communications, Inc.

Ladies and Gentlemen:

Please find enclosed an original and a photocopy of the Articles of Incorporation to form the above-named corporation. The designation of the Registered Agent for the corporation is made in the text of the Articles, while the acceptance by the named Registered Agent is attached to the back of the Articles.

Also, please find enclosed a check in the amount of \$122.50 for the following items:

Filing Fee - Articles of Incorporation	\$ 35.00
Filing Fee - Registered Agent	35.00
Certification Fee - Articles of Incorporation	<u>52.50</u>
TOTAL	\$122.50

If you find the enclosures in order, please file the original of the Articles, certify the photocopy thereof and return the certified photocopy to me.

I appreciate your assistance in this matter.

Sincerely yours,

Robert L. Wunker

Enclosures

FILED
97 FEB 20 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
PrimeTel Communications, Inc.
A FLORIDA CORPORATION

FILED
97 FEB 20 PM 4:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is PrimeTel Communications, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office of the Corporation is 1911 N.W. 88th Avenue, Coral Springs, Florida 33071.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Name

Robert L. Wunker

Address

Suite 1700
500 East Broward Boulevard
Fort Lauderdale, FL 33394

ARTICLE VI
INCORPORATOR

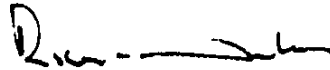
The name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
Robert L. Wunker	Suite 1700 500 East Broward Boulevard Fort Lauderdale, FL 33394

ARTICLE VII
AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

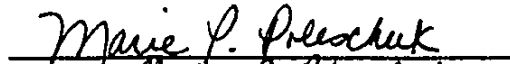
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14th day of February, 1997.



Robert L. Wunker
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing Articles of Incorporation of PrimeTel Communications, Inc. was acknowledged before me this 14th day of February, 1997, by Robert L. Wunker, who is personally known to me.


Name: Marie P. Poleschuk
Notary Public
Serial No. _____
My Commission Expires: _____




Marie P. Poleschuk
MY COMMISSION # CC6934111 EXPIRES
October 14, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of PrimeTel Communications, Inc., simultaneously with my being designated, as made in the foregoing Articles of Incorporation. I state that I am familiar with, and accept, the obligations of that position.

Date: February 14, 1997



Robert L. Wunker

FILED
97 FEB 20 PM 4:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA