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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: MACROTEL, INC.

communications, Inc.

AUDIT NUMBER.....H97000003133

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

February 24, 1997

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SUBJECT: MACROTEL, INC. *communications, Inc.*
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

MACROTEL COMMUNICATIONS, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **MACROTEL COMMUNICATIONS, INC.**

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State for the State of Florida.

ARTICLE IV

The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida General Corporation Act of the State of Florida.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is One thousand (1,000) shares of capital stock, \$.10 par value per share, which capital stock is designated as Common Stock.

Prepared by:
Mark J. Bryn
FL Bar # 321842
2 S. Biscayne Blvd.
Suite 3599
Miami, FL 33131
(305) 374-0501

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ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation shall be one (1). The number of directors may be increased or diminished from time to time by a vote of the shareholders, but shall never be less than one (1). The name and address of the initial director of this corporation are:

Ulrich Q. Remy	-	Director/President/
2881 N. Oakland Forest Drive		Secretary/Treasurer
Unit 310		
Oakland Park, FL 33309		

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

Mark J. Bryn
2 South Biscayne Blvd.
Suite 3599
Miami, Florida 33131

ARTICLE VII

The name and address of the initial registered agent and the initial registered office are:

Mark J. Bryn
2 South Biscayne Blvd.
Suite 3599
Miami, Florida 33131

ARTICLE VIII

The initial by-laws of the corporation shall be adopted by the directors. Thereafter, by-laws of the corporation may be adopted, altered, amended or repealed from time to time only by the shareholders of the corporation.

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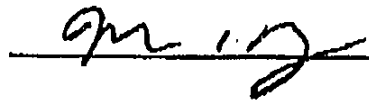
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ARTICLE IX

The principal place of business and mailing address of this corporation is:

2881 N. Oakland Forest Drive
Unit 310
Oakland Park, FL 33309

EXECUTED at Miami, Florida, this 4th day of February, 1997.



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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In accordance with Section 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof:

MACROTEL COMMUNICATIONS, INC. desiring to organize
under the laws of the State of Florida, hereby designates Mark J.
Bryn as its registered agent and 2 South Biscayne Boulevard,
Suite #3599, Miami, Florida 33131, as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above-named corporation, I hereby
agree to act in such capacity for such corporation at its registered office.


Mark J. Bryn

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Prepared by:
Mark J. Bryn
FL Bar # 321842
2 S. Biscayne Blvd.
Suite 3599
Miami, FL 33131

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