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3/11/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: TELCOM MARKETING GROUP, INC.
AUDIT NUMBER.....H97000004130
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 3
CERT. COPIES.....1 DEL.METHOD.. FAX
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

EFFECTIVE DATE
3-10-97

** ENTER 'M' FOR MENU. **

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TALLAHASSEE, FLORIDA

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97 MAR 11 PM 1:03
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TALLAHASSEE, FLORIDA

P97-1082

3/11/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 6, 1997

LIDIA FERNANDEZ
FAS-T CORP. AGENTS, INC.
8405 N.W. 53RD ST., C-100
MIAMI, FL 33166

The name TELCOM MARKETING GROUP, INC. has been reserved for 120 days beginning March 6, 1997. The reservation number is R97000001082 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).


If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 297A00011465

On March 6, 1997, the undersigned reserved the corporate name Telcom Marketing Group like to release said corporate name


Lidia Fernandez Fas-t Corp Agents, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TELCOM MARKETING GROUP, INC.

The undersigned Incorporator, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

EFFECTIVE DATE
3-10-97

The name of this corporation shall be:

Telcom Marketing Group, Inc.

ARTICLE II - MAILING ADDRESS OF CORPORATION

The mailing address of the corporation shall be:

11111 Biscayne Blvd.
Miami, Florida 33161

ARTICLE III - TERM AND COMMENCEMENT

This corporation is to exist perpetually. This corporation shall commence to exist on March 10, 1997.

ARTICLE IV - PURPOSE OF CORPORATION

The corporation may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida and of the United States.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares of common stock having a par value of One Cent (\$0.01) per share.

Prepared by: Bruce E. Lazar
2801 Collins Avenue, Suite M
Miami Beach, Florida 33140
Florida Bar # 94771
(305) 535-8118

**ARTICLE VI - NAME OF REGISTERED AGENT
AND ADDRESS OF REGISTERED OFFICE**

The street address of the corporation's initial registered office shall be 2901 Collins Avenue, Miami Beach, Florida 33140. The name of the corporation's initial registered agent at such address is: Bruce E. Lazar

ARTICLE VII INCORPORATOR

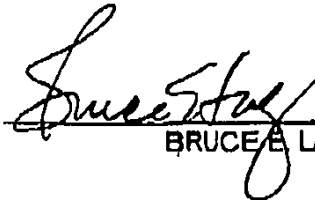
The name and address of each incorporator is:

Bruce E. Lazar
2901 Collins Avenue
Miami Beach, Florida 33140

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote or shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to actions in another capacity while holding such office. Such indemnification 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 and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10 day of March, 1997.


BRUCE E. LAZAR

FILED

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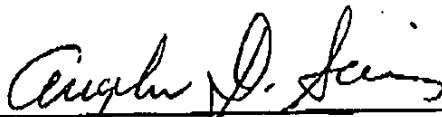
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

Before me, the undersigned authority, personally appeared BRUCE E. LAZAR to me known to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same.

WITNESS my hand and official seal in the County and State above named this
10 day of March, 1997.



NOTARY PUBLIC, State of Florida
At Large ANGELA D. SAIZ

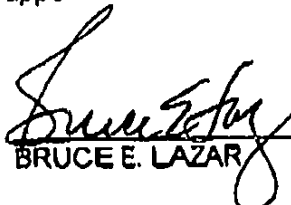
Print Name

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts appointment as the initial registered agent of the above corporation.



BRUCE E. LAZAR