

TRANSMITTAL LETTER
P970000028194

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/25/97--01066--002
****122.50 ****122.50

SUBJECT: CONNECT USA, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and our check for \$122.50, including the fee for a certified copy.

FROM: CONNECT USA, INC.
1133 S.E. 3rd Avenue
Fort Lauderdale, FL 33316
(954) 467-8888

FILED
97 MAR 25 14 9 35
SECRET
TALLAHASSEE, FLORIDA

13/02
3/28/97

**ARTICLES OF INCORPORATION
Of
CONNECT USA, INC.**

97 MAR 25 PM 9 35
FILED
SECRETARY
TALLAHASSEE

We, the undersigned, being natural persons and competent to contract, for the purpose of establishing a corporation under the provisions and subject to the requirements of the FLORIDA GENERAL CORPORATIONS ACT, do hereby adopt and make the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be (and hereinafter shall be referred to as corporation):

CONNECT USA, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The general nature of the business or businesses to be transacted by the corporation, which shall include, without any limitations, the transaction of any lawful business for which corporations may be incorporated under the Florida General Corporation Act (hereinafter referred to as Act), is as follows:

To engage in the business of selling, leasing, soliciting, procuring, obtaining, servicing and providing telecommunications equipment, services, connections, etc.

The corporation, without limitation upon any of the foregoing, and in addition to the general powers conferred upon corporations by the terms of the Act, shall have the power to do any or all of the following:

- a. to manufacture, purchase, or otherwise acquire, invest in, own, mortgage, pledge, sell, lease, transfer, or otherwise dispose of, trade in, deal in, and deal in goods, wares, merchandise and the property of every class and description;
- b. to acquire and pay for, in cash or in stock or in bonds of this corporation or otherwise, the goodwill, rights, assets, and property of, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation; and
- c. to subscribe or cause to be subscribed for and/or to purchase or otherwise acquire, hold for investment or otherwise sell, assign, transfer, mortgage, pledge, exchange, distribute or otherwise dispose of, the whole or any part of the shares of the securities, evidences of indebtedness, of itself, or of any other corporation or corporations, stock companies, joint ventures, or partnerships, and to exercise all rights of ownership with respect thereto; and
- d. to acquire, hold, use, sell, assign, lease, license, mortgage or otherwise dispose of trade names or letters patent of the United States or any foreign country, patent rights, licenses, inventions, improvements, and processes, copyrights and trademarks and trade names relating to or useful in connection with any business which this corporation owns or in which this corporation is or becomes interested;

- e. to apply, register for, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, grant licenses and assign in any manner with reference to all of the foregoing and franchises, licenses, grants, and concessions.

ARTICLE IV

The aggregate number of shares which the corporation shall issue is one thousand (1,000), all of which shall be common shares without par value.

All of the aforementioned, capital stock, when issued, shall be issued as fully paid for and as exempt from assessment.

ARTICLE V

The street address of the initial registered office of the corporation shall be:

ConnectUSA, Inc.
1133 S.E. 3rd Avenue
Ft. Lauderdale, FL 33316

The name of the initial registered agent at such address is Judy Prager.

ARTICLE VI

The Board of Directors of this corporation shall consist of not fewer than two (2) nor more than nine (9) Directors.

ARTICLE VII

The names and addresses of the initial Board of Directors are:

Judy Prager	1133 S.E. 3rd Avenue Ft. Lauderdale, FL 33316
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Robert Prager	1133 S.E. 3 rd avenue Ft. Lauderdale, FL 33316
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ARTICLE VIII

The names and addresses of the persons subscribing to these Articles of Incorporation are as follows:

Judy Prager	1133 S.E. 3rd Avenue Ft. Lauderdale, FL 33316
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Robert Prager	1133 S.E. 3 rd avenue Ft. Lauderdale, FL 33316
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ARTICLE IX

These Articles of Incorporation may be amended from time to time, altered and or repealed by a majority vote of the Board of Directors.

IN WITNESS WHEREOF, we have made and subscribed these Articles of Incorporation this 21st day of March, 1997.

Jeff Valente
Witness

Mark Lipton
Witness

Judy Prager
Judy Prager, President

Robert Prager
Robert Prager, Vice President

STATE OF FLORIDA :

: ss.

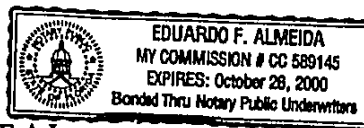
COUNTY OF BROWARD :

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State of Florida, County of Broward, to take acknowledgments, personally appeared JUDY PRAGER and ROBERT PRAGER, to me known to be the persons described in and who executed the within Articles of Incorporation, and they acknowledged before me that they executed the same for the purpose therein contained.

WITNESS my Hand and Official Seal in the State and County aforesaid this 21st day of March, 1997.

Eduardo F. Almeida

Notary Public
State of Florida at Large



SEAL

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is: CONNECT USA, INC.
2. The name and address of the registered agent and office is:

JUDY PRAGER
1133 S.E. 3RD AVENUE
FT. LAUDERDALE, FL 33316
(954) 467-8888

FILED
97 MAR 25 11 09 35
TALLAHASSEE
FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.



Judy Prager

3/20/97

Date