

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

Permanence

_____ of _____
 RE: Suntel Corp.

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____
 Service: Top Priority _____ Regular _____
 One Day Service Two Day Service
 To us via _____ Return via _____
 Maller No.: _____ Express Mail No. _____
 State Fee \$ _____ Our \$ _____

C.C. FEE. DISBURSED

Cert. Copy(s)
 Art. of Amend. File
 Dissolution/Withdrawal
 C U S.
 Fictitious Name File
 Name Reservation
 Annual Report/Restatement
 Reg. Agent Service
 Document Filing
 Corporate Kit
 Vehicle Search
 Driving Record
 Document Retrieval
 UCC 1 or 3 File
 UCC 11 Search
 UCC 11 Retrieval
 File No.'s. Copies
 Courier Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prep.
 FAX () pgs.

SUBTOTALS _____

FEE.....	\$
DISBURSED.....	\$
CHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 97 APR 24 PM 12 21

4/24

REQUEST TAKEN CONFIRMED APPROVED
 DATE 4-24-97
 TIME 8:05 CK No. _____
 BY CBB

WALK-IN
 Will Pick Up _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connector

ARTICLES OF INCORPORATION

OF

SUNTEL CORP

ARTICLE I

NAME

The name of this corporation is: SUNTEL CORP

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is the transaction for any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida. These shall include but not be limited to, the power to sue and be sued, complain and defend in its corporate name in all actions and proceedings, and to have a Corporate Seal. The Corporation may also purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use or otherwise deal in or with real or personal property or any interest therein wherever situated. It shall have the power to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of any or all of its property, franchises and income. It may conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within and without the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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It may elect and/or appoint officers and agents and define their duties and fix their compensation. It may take and alter by-laws in any way consistent with these Articles of Incorporation and the laws of the State for the administration and regulations of the affairs of the Corporation. The Corporation shall have the power to make donations to the public welfare or for charitable, scientific, or educational purposes. It shall have the power to transact any lawful business which the Board of Directors shall find to be in aid of Government Policy. The Corporation shall further have the power to pay pensions and establish pension plans, and other incentive plans for any and all its Directors, Officers and Employees and for any and all of the Directors, Officers and Employees of its subsidiaries. It may be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or enterprise. The Corporation shall have the further power to purchase, take, receive, subscribe for, or otherwise acquire, own, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares or other interest in or obligations of other domestic and foreign corporations, associations, partnerships and individuals including the direct and indirect obligations to the United States or any government, state, territory or other governmental body. The Corporation shall have the power to have and to exercise all powers necessary or convenient to effect its purpose.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is 100 shares, all of which shall be common shares with par value of \$1.00.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial corporate office of this corporation is 5519 North Military Trail, Townhouse #1004, Boca Raton, Florida 33496. The registered office of this corporation is:

5519 North Military Trail, Townhouse #1004, Boca Raton, Florida 33496.

The name of the initial registered agent of this corporation at that address is: HOWARD HELFANT.

ARTICLE VII

DIRECTORS

This corporation shall initially have two (2) directors.

The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

President/ Secretary : GARY HOLLANDER
5519 North Military Trail
Townhouse #1004
Boca Raton, FL 33496

Vice-Pres/ Treasurer : HOWARD HELFANT
5519 North Military Trail
Townhouse #1004
Boca Raton, FL 33496

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is:

HOWARD HELFANT
5519 North Military Trail
Townhouse #1004
Boca Raton, FL 33496

ARTICLE IX

OFFICERS

The initial officer of the corporation shall be:

HOWARD HELFANT

ARTICLE X

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on:

Upon receipt by the Secretary of State

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in this Articles of Incorporation, to any amendment hereto, and any rights conferred upon the stockholders are subject to this reservation.

IN WITNESS WHEREOF, I have subscribed my name this 22nd
day of April, A.D., 1997.

Howard Helfant
INCORPORATOR

STATE OF FLORIDA

COUNTY OF PALM BEACH

On this 22nd day of April, A.D., 1997,
before me, a Notary Public for the State of Florida the under-
signed officer personally appeared HOWARD HELFANT, known to me to
be the person whose name is subscribed to in the within instrument,
and acknowledges he executed the same for the purposes therein
contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Sandra H. Murphy
Notary Public

My Commission Expires:



SANDRA H. MURPHY
My Commission CC4C0826
Expires Sep. 20, 1999

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

Dated this 22nd day of April, 1997.

Howard H. [Signature]
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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5/05/97

CORPORATE DETAIL RECORD SCREEN

11:58 AM

NUM: P97000036718 ST:FL ACTIVE/FL PROFIT FLD: 04/24/1997

NAME : CONFRANZ ENTERPRISES INC.

PRINCIPAL: P.O. BOX 560434

ADDRESS ORLANDO, FL 32856-0434

RA NAME : FRANCIS, CONRAD

RA ADDR : 1055 S. HIAWASSEE RD., APT. 2018

ORLANDO, FL 32835 US

ANN REP : * NONE FILED *

1. MENU

** INVALID SELECTION...PLEASE RE-ENTER **
ENTER SELECTION AND CR: