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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: TOM TEL COMMUNICATIONS, INC.

AUDIT NUMBER.....H97000008858

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
TOM TEL COMMUNICATIONS, INC.

FILED
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THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation:

WITNESSETH:

ARTICLES I
NAME AND ADDRESS

The name and address of the principal office and/or mailing address of the Corporation is as follows:

Tom Tel Communications, Inc.
2455 E. Sunrise Boulevard, Suite 905
Ft. Lauderdale, Florida 33304

ARTICLE II
DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLES IV
CAPITAL STOCK

This Corporation is authorized to issue 7,500,000 shares of \$.001 par value common stock.

ARTICLE V
QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

Prepared by:
Mark C. Perry, Esquire
2455 East Sunrise Boulevard, Suite 905
Fort Lauderdale, Florida 33304
(954) 564-6616
Florida Bar Number: 251941

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ARTICLE VI
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 2455 East Sunrise Boulevard, Suite 905, Fort Lauderdale, Florida 33304 and the name of the initial registered agent of this Corporation at such address is Mark C. Perry, Esquire.

ARTICLES VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one. The name and address of the initial Directors of the Corporation are as follows:

Thomas Schmidt
2455 East Sunrise Boulevard, Suite 311
Ft. Lauderdale, FL 33304

Edgar Wortmann
2455 East Sunrise Boulevard, Suite 311
Ft. Lauderdale, FL 33304

ARTICLE VIII
INCORPORATORS

The name and address of the Corporation's incorporator is:

Thomas Schmidt
2455 East Sunrise Boulevard, Suite 311
Fort Lauderdale, Florida 33304

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X
LIMITATION ON SHAREHOLDER SUITS

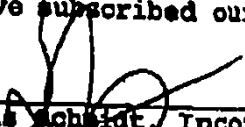
Shareholders shall not have a cause of action against the Company's officers, directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation or such right is deemed a nullity because, in the specific case, deprivation of a right of action would be

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impermissibly in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

IN WITNESS WHEREOF, we have subscribed our names this 29 day of May, 1997.


Thomas Schmidt, Incorporator
2455 East Sunrise Boulevard, Suite 311
Ft. Lauderdale, Florida 33304

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

MARK C. PERRY, ESQUIRE

By:


Mark C. Perry, Esquire
Registered Agent

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