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May 28, 1997

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Secretary of State
Tallahassee, FL

Re. Pacific Telecom Corp.
File 97-6363


EFFECTIVE DATE
5-27-97

Gentlemen:

Enclosed please find Articles of Incorporation, and copy thereof, together with a check for \$122.50.

Kindly file this corporation.

Very truly yours,


David R. Berley

DRB:sl
enclosure

cc: Pacific Telecom Corporation

FILED
97 MAY 30 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUN 3 1997

ARTICLES OF INCORPORATION
OF
PACIFIC TELECOM CORP.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

EFFECTIVE DATE
5-27-97

ARTICLE I

NAME

The name of this corporation is PACIFIC TELECOM CORP.

FILED
97 MAY 30 AM 10:05
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE II

NATURE OF THE BUSINESS

This corporation shall have the power to transact or engage in any business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall consist of 7,500 shares of common stock having a par value of One (\$1.00) Dollar per share. All of said stock shall be issued only for cash or other property or for services at a just valuation as shall be determined by the Board of Directors.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be not less than One Hundred (\$100.00) Dollars.

ARTICLE V
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI
INITIAL ADDRESS

The initial address of the principal place of business of this corporation in the State of Florida shall be Suite 1550, 701 Brickell Avenue, Miami, FL. The Board of Directors may at any time and from time to time move the principal office of this corporation to any location within or without the State of Florida.

ARTICLE VII
DIRECTORS

The business of this corporation shall be managed by its Board of Directors. the number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The number of persons constituting the initial Board of Directors shall be four (4).

ARTICLE VIII
INITIAL DIRECTORS

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

| | |
|--------------------------|--|
| ANTONIA SHUSTA | Suite 1550 701 Brickell Avenue Miami, FL 33131 |
| ERNESTO FERNANDEZ HOLMAN | Suite 1550 701 Brickell Avenue Miami, FL 33131 |
| LUIS PERCOVICH | Suite 1550 701 Brickell Avenue |

URIEL CARRASQUILLA

Miami, FL 33131

Suite 1550
701 Brickell Avenue
Miami, FL 33131

ARTICLE IX

SUBSCRIBER

The name and address of the person signing these Articles of Incorporation as subscriber is:

URIEL CARRASQUILLA

Suite 1550

701 Brickell Avenue
Miami, FL 33131

ARTICLE X

VOTING FOR DIRECTORS

The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws.

ARTICLE XI

CONTRACTS

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

This corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

ARTICLE XIII

RESTRAINT ON ALIENATION

The stockholders of this corporation shall have the power to include in the By-Laws, or adopt resolutions by a two-thirds (2/3) majority any regulatory or restrictive provision regarding the proposed sale, transfer or other disposition of the corporation's stock by its stockholders or in the event of the death of any stockholder. Said restrictions shall be binding upon third parties with actual knowledge thereof or if the same, or notice of the same, shall be plainly written upon the certificate evidencing ownership of the stock.

ARTICLE XIV

AMENDMENT

Except as may be provided in the By-Laws of this corporation to the contrary, these Articles of Incorporation may be amended by the affirmative vote of a majority of the Board of Directors and by the affirmative vote of the holders of not less than two-thirds (2/3) of the then outstanding stock of the corporation.

ARTICLE XV

RESIDENT AGENT

The name and address of the initial resident agent of this corpo-

ration is:

BERLIT CORPORATE SERVICES, INC.
Suite 200
848 Brickell Avenue
Miami, FL 33131

ARTICLE XVI

EFFECTIVE DATE

The effective date of this corporation shall be the date upon which these articles of incorporation were executed by the incorporator.

ARTICLE XVII

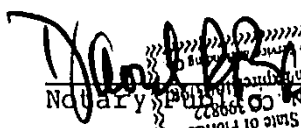
WAIVER OF FS. 607.0901 AND F.S. 607.0902

This corporation expressly waives the provisions of FS. 607.0901 and F.S. 607.0902 and elects not to be governed thereby.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles of Incorporation this 27 day of May 1997.


URIEL CARRASQUILLA, Subscriber

Subscribed and Sworn to this
27 day of May, 1997
Before me:


Notary Public, State of Florida
My Commission Expires 12/31/98
David R. Berley
Notary Public, State of Florida
My Commission Expires 12/31/98

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE
NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED

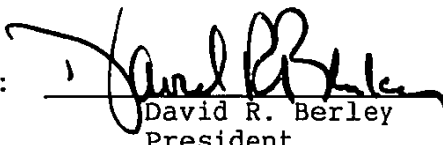
In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted:

PACIFIC TELECOM CORP. desiring to organize a corporation under the laws of the State of Florida with its principal place of business as stated in its Articles of Incorporation has named BERLIT CORPORATE SERVICES, INC. located at Suite 200, 848 Brickell Avenue, Miami, FL 33131 as its agent upon whom process may be served within this state.

Having been named to accept service of process for the above-stated corporation, I hereby accept to act in this capacity and to comply with the provisions of the Act relative to keeping open said office.

BERLIT CORPORATE SERVICES, INC.

By:


David R. Berley
President

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA
97 MAY 30 AM 10:05

FILED