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CORPORATION(S) NAME

Rainbow Telecom, Inc.

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ARTICLES OF INCORPORATION

of

RAINBOW TELECOM, INC.
(name of corporation)

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

ARTICLE I - CORPORATE NAME

The name of the corporation is:

RAINBOW TELECOM, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED shares (100) of ONE
Dollar(s) (\$ 4.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>STEVEN S. MODELL</u>		
ADDRESS	<u>13015 S.W. 89TH PLACE, SUITE 190</u>		
CITY	<u>MIAMI</u>	FLORIDA	ZIP <u>33176</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>RAINBOW TELECOM, INC.</u>		
ADDRESS	<u>13015 S.W. 89TH PLACE, SUITE 190</u>		
CITY	<u>MIAMI</u>	FLORIDA	ZIP <u>33176</u>

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>STEVEN S. MODELL</u>		
ADDRESS	<u>13015 S.W. 89TH PLACE, SUITE 190</u>		
CITY	<u>MIAMI</u>	STATE	<u>FL</u> ZIP <u>33176</u>
NAME	<u>DONALD E. FUCIK</u>		
ADDRESS	<u>12571 N.W. 10TH STREET</u>		
CITY	<u>WEST SUNRISE</u>	STATE	<u>FL</u> ZIP <u>33323</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	<u>STEVEN S. MODELL</u>		
ADDRESS	<u>13015 S.W. 89TH PLACE, SUITE 190</u>		
CITY	<u>MIAMI</u>	STATE	<u>FL</u> ZIP <u>33176</u>
NAME	<u>DONALD E. FUCIK</u>		
ADDRESS	<u>12571 N.W. 10TH ST.</u>		
CITY	<u>WEST SUNRISE</u>	STATE	<u>FL</u> ZIP <u>33323</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 25th day of MAY, 19 97.

Steven Modell (Seal)
Donald E. Fucik (Seal)
 _____ (Seal)

CERTIFICATE AND KNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

RAINBOW TELECOM, INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 13015 S.W. 89th PLACE, SUITE 190
MIAMI, FLORIDA 33176

has named STEVEN S. MODELL

located at the aforesaid address, as its Registered Agent to accept service of process within
this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated
corporation at the place designated in this certificate, and being familiar with the obliga-
tions of that position, I hereby accept to act in this capacity, and agree to comply with the
provisions of Florida Law in keeping open said office.

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Steven Modell
(registered agent)