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6/03/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.

ACCT#: 070744001530

CONTACT: PAM FRIEDMAN

PHONE: (305)358-2571

FAX #: (305)358-7832

NAME: USA TELECOM, INC.

AUDIT NUMBER.....H97000009075

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

CERT. OF STATUS..0

PAGES..... 2

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Bm 6/3/97

HA7-9075

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ARTICLES OF INCORPORATION  
OF  
USA TELECOM, INC.

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.

ARTICLE I. NAME

The name of the corporation shall be:  
USA TELECOM, INC.

The principal place of business of this corporation shall be 300 NW 82ND AVE. #506, PLANTATION, FL 33324.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 300 NW 82ND AVE #506 PLANTATION, FL 33324. The name of the initial registered agent of the corporation at that address is FRANK GUTTA.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. 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 thereof at the price at which it is offered to others.

PREPARED BY  
ICE INDUSTRIES, INC.  
54 NW 11th Street  
Miami, FL 33138  
305-358-2571

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ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have three officers/directors, initially. The name and street address of the initial officers/directors who shall hold office for the first year of the corporation and every year thereafter until their successors are elected or appointed are:

ABDEL MJID M'SAHAL - PRESIDENT/DIRECTOR  
300 NW 82ND AVE #506  
PLANTATION, FL 33324

SHAHID BARRY - VICE PRESIDENT/DIRECTOR  
300 NW 82ND AVE #506  
PLANTATION, FL 33324

FRANK GUTTA - SECRETARY/DIRECTOR  
300 NW 82ND AVE #506  
PLANTATION, FL 33324

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PLANTATION, FLORIDA

ARTICLE VIII. SUBSCRIBER

The names and street address of the subscribers to these articles of incorporation is:

FRANK GUTTA  
300 NW 82ND AVE #506  
PLANTATION, FL 33324

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 31 day of May 1997.

  
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FRANK GUTTA - SUBSCRIBER

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

  
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FRANK GUTTA - REGISTERED AGENT

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