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((H97000010025 9))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

FAX #:

NAME: TELECOM USA, INC. AUDIT NUMBER.....H97000010025 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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Bm 6/18/97

JUN 18 '97 10:23AM LAW OFFICES
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 19, 1997

FILINGS, INC.

The name TELECOM USA, INC. has been reserved for 120 days beginning February 19, 1997. The reservation number is F97000000813 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 455-6000, the Name Availability Section

Debbie Reagle

Letter number: 197A00006921

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

TELECOM USA, INC.

ARTICLE I

NAME

The name of this corporation shall be:

TELECOM USA, INC.

ARTICLE II

PRINCIPAL OFFICE

The initial principal office of this corporation shall

be:

7975 NW 154th Street, Suite 400
Miami Lakes, Florida 33016

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of
common stock, which shall be designated "Common Shares".

PREPARED BY:
PETER M. HODKIN, ESQ.
2101 W. COMMERCIAL BLVD., STE. 4100
FORT LAUDERDALE, FLORIDA 33309
FLORIDA BAR NO. 287814
TELEPHONE: (954) 735-0000

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2101 West Commercial Boulevard, Suite 4100, Fort Lauderdale, Florida 33309, and the initial registered agent of this corporation at that address is Peter M. Hodkin.

ARTICLE V

INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws but there shall never be less than two directors. The names and addresses of the initial Directors of this corporation are:

Anthony Mijares, Jr.	7975 NW 154th Street Suite 400 Miami Lakes, FL 33016
Silvio A. Cardoso	7975 NW 154th Street Suite 400 Miami Lakes, FL 33016

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles is Peter M. Hodkin, 2101 West Commercial Blvd., Suite 4100, Fort Lauderdale, Florida 33309.

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TALLAHASSEE, FLORIDA

ARTICLE VII
INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17th day of June, 1997.


PETER M. HODKIN

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE IV 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 17TH DAY OF JUNE, 1997.


PETER M. HODKIN

STATE OF FLORIDA)
COUNTY OF BROWARD) SS:

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared PETER M. HODKIN, known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of TELECOM USA, INC., and he acknowledged before me that he executed those Articles of Incorporation. He is personally known to me.

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IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal in the county and state aforesaid this
17th day of June, 1997.

Maurice Mahoney
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

53043



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