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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 481408 4323393

AUTHORIZATION :

*Patricia Piquit*

COST LIMIT : \$ 122.50

ORDER DATE : AUGUST 1, 1997

ORDER TIME : 9:57 AM

ORDER NO. : 481408-005

900002254819--3

CUSTOMER NO: 4323393

CUSTOMER: Ms. Vicki L. Huff  
MAGUIRE VOORHIS & WELLS, P.A.

2 S. Orange Avenue  
P.O. Box 633  
Orlando, FL 32801

DOMESTIC FILING

NAME: PHASECOM AMERICA INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 AUG - 1 PM 1:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97  
AUG - 1 PM 11:34

SN AUG - 1 1997

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ARTICLES OF INCORPORATION

FILED

OF

97 AUG -1 PM 1:20

PHASECOM AMERICA INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be Phasecom America Inc.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 555 Alden Road, Markham Ontario, Canada L3R 3L5, and its mailing address is the same.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

## ARTICLE V

### Authorized Stock

Section A. The maximum number of shares of all classes of stock which this Corporation is authorized to issue or to have outstanding at any time shall be 2,000,000 shares, which shall be divided as follows:

(1) Not more than 1,000,000 shares of Common Stock of \$1.00 par value per share (which shall be designated "Common Stock"); and

(2) Not more than 1,000,000 shares of Preferred Stock of \$1.00 par value per share (which shall be designated "Preferred Stock").

Section B. Each holder of Common Stock shall have one vote per share of such stock held, upon the payment of the consideration fixed for the issuance of said stock, whether such payment is made in money or in property to be exchanged therefor at a reasonable valuation. Said stock shall be fully paid and non-assessable.

Section C. Holders of Common Stock shall not have preemptive rights to purchase additional shares of Common Stock or other securities of the Corporation whether or not such stock or other securities are issued for cash. Holders of securities other than Common Stock shall not have any preemptive or other right to subscribe for, or right of conversion into Common Stock, Preferred Stock, or other stock or securities of the Corporation, except such rights, if any, as may be expressly granted by the Board of Directors.

Section D. The designations, powers, preferences, and rights, and the qualifications, limitations, or restrictions of the Preferred Stock shall be as follows:

Dividends on the outstanding shares of Preferred Stock shall be declared and paid or set apart for payment before any dividends shall be declared and paid or set apart for payment on the outstanding shares of Common Stock with respect to the same quarterly period. Dividends on any shares of Preferred Stock shall be cumulative only if and to the extent determined by resolution of the Board of Directors, as provided below. In the event of any liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, the outstanding shares of Preferred Stock shall have preference and priority over the outstanding shares of Common Stock for payment of the amount, if any, to which shares of each outstanding series of Preferred Stock may be entitled in accordance with the terms and rights thereof and each holder of Preferred Stock shall be entitled to be paid in full such amount, or have a sum sufficient for the payment

in full set aside, before any such payments shall be made to the holders of Common Stock.

The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers and with such designations, preferences and relative participating, optional or other rights, qualifications, limitations or restrictions, as shall be stated and expressed in the resolution or resolutions providing for the issue thereof adopted by the Board of Directors, and as are not stated and expressed in these Articles of Incorporation or any amendment thereto or prohibited by law, including the following:

(1) The distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by the Board of Directors; and

(2) The rate or manner of payment of dividends on shares of each such series, including the dividend rate, date of declaration and payment, whether dividends shall be cumulative, and the conditions upon which and the date from which such dividends shall be cumulative; and

(3) Whether the shares of such series can be redeemed, the time or times when, and the price or prices at which, shares of such series shall be redeemable, and the terms and conditions of redemption; and

(4) The amount payable on shares of such series and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation; and

(5) The sinking fund provisions, if any, for the redemption or purchase of shares of such series; and

(6) The rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of Common Stock, or any other securities, and the terms and conditions of such conversion or exchange; and

(7) The voting rights, if any, whether full or limited, of the shares of such series; provided, however, that the voting rights of such Preferred Stock shall not exceed one vote per share thereof and no share shall have any voting rights until the payment therefor shall have been received by the Corporation.

Except in respect of the particulars that may be fixed by the Board of Directors as provided above in this Article V, Section D, all shares of Preferred Stock shall be of equal rank and shall be identical, and each share of a series shall be identical in all respects with the other shares of the same series. When payment of the consideration for which shares of Preferred Stock are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and nonassessable.

#### ARTICLE VI

##### Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at that address is Corporation Service Company.

#### ARTICLE VII

##### Initial Board of Directors

The initial Board of Directors shall consist of two (2) directors, thereafter the Board of Directors shall consist of the number of directors from time to time established by the Board of Directors in accordance with Bylaws. The names and addresses of the people who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
Barry Simons	c/o Phasecom Systems Inc. 555 Alden Road Markham, Ontario, Canada L3R 3L5
Robert Dowse	c/o Phasecom Systems Inc. 555 Alden Road Markham, Ontario, Canada L3R 3L5

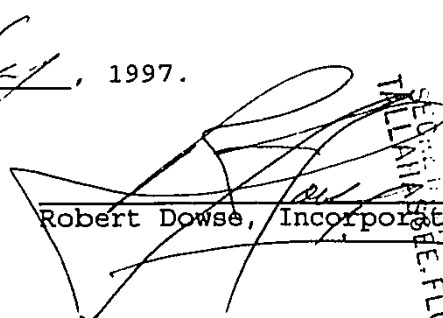
ARTICLE VIII

Incorporator

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

<u>Name</u>	<u>Address</u>
Robert Dowse	c/o Phasecom Systems Inc. 555 Alden Road Markham, Ontario, Canada L3R 3L5

Executed this 28 day of Sept, 1997.

  
Robert Dowse, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Corporation Service Company, a Delaware corporation authorized to transact business in the State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: 

It's Agent, Laura R. Dunlap

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