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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOSEPH C. RODRIGUEZ *Brian Lewis*

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: PREMIERE TELECOMMUNICATIONS AND INVESTMENTS

AUDIT NUMBER.....H97000012623

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

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Premiere Telecommunications & Investments, Inc.

Article II. Address

The mailing address of the Corporation is:
Premiere Telecommunications & Investments, Inc.
6405 NW 36th Street, Suite 107
Miami FL 33166

EFFECTIVE DATE

08-01-97

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Eliyahu Ninio
6405 NW 36th Street, Suite 107
Miami FL 33166

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Eliyahu Ninio

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Rebeca Yaker | FL Bar Member 989037
Rebeca F. Yaker, P.A.
80 SW 8th Street, Suite 2021
Miami FL 33130
305-373-3202

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Rebeca Yaker
Rebeca F. Yaker, P.A.
80 SW 8th Street, Suite 2021
Miami FL 33130

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on August 1, 1997.

The undersigned incorporator executed these Articles of Incorporation on August 1, 1997.

Rebeca F. Yaker
REBECA YAKER

Rebeca Yaker / FL Bar Member 889037
Rebeca F. Yaker, P.A.
80 SW 8th Street, Suite 2021
Miami FL 33130
305-373-9202

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Premiere Telecommunications & Investments, Inc.

REGISTERED AGENT/OFFICE:

Eliyahu Ninio
6405 NW 36th Street, Suite 107
Miami FL 33166

EFFECTIVE DATE

08-01-97

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Eliyahu Ninio
ELIYAHU NINIO
by Rebeca Yaker as attorney-in-fact

Date: August 1, 1997

Rebeca Yaker | FL Bar Member 989037
Rebeca F. Yaker, P.A.
80 SW 8th Street, Suite 2021
Miami FL 33130
305-373-3202

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