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REPLY TO TAMPA

August 20, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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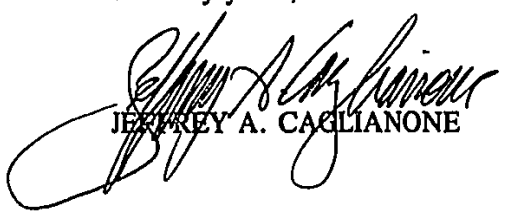
RE: Mars Telecomm, Inc.

Dear Sir/Madam:

Enclosed herewith please find the original Articles of Incorporation and Acceptance of Registered Agent pertaining to the above-referenced newly formed corporation, together with a check in the amount of \$122.50 which represents your filing fee. Please return the certification of filing pertaining to the enclosed Articles of Incorporation to this office.

Thank you very much for your assistance in this regard.

Sincerely yours,


JEFFREY A. CAGLIANONE

JAC/sjt
Enclosures

cc: Bruce M. Green

EFFECTIVE DATE
8-20-97

FILED
97 AUG 22 AM 8:57
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

MARS TELECOMM, INC.

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

THE UNDERSIGNED incorporator hereby executes and acknowledges these Articles of Incorporation for the purposes of forming a corporation for profit in accordance with the laws of the State of Florida.

EFFECTIVE DATE:
8-20-97

ARTICLE I - NAME

The name of the corporation is Mars Telecomm, Inc.

ARTICLE II - COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these articles of incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - PURPOSE; ELECTION OF SUBCHAPTER S STATUS

The corporation is organized for the purpose of transacting any and all lawful business. The incorporators and shareholders elect that this shall be a Subchapter S corporation.

ARTICLE IV - STATED CAPITAL

The aggregate number of shares that the corporation shall have the authority to issue is one thousand (1,000) shares of capital stock with the par value of \$1.00 per share. One hundred (100) shares of the capital stock of the corporation shall be issued for cash or other property (tangible or intangible) or for labor or services actually performed for this corporation, at fair valuation to be fixed by the Board of Directors. The shares of the corporation are not to be divided into classes.

ARTICLE V - BOARD OF DIRECTORS

All corporation powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors. The corporation shall have two directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The names and street addresses of the initial directors of this corporation, who, subject to these articles of incorporation, the by-laws of this corporation and the laws of the State of Florida shall hold office for the first year of the existence of this corporation, or until an election is held by the stockholders for the election of permanent directors or until their successors have been duly elected and qualified, are:

Bruce M. Green
3616 Pinecone Court
Land O'Lakes, Florida 34639
Present/Treasurer

Sheri M. Green
3616 Pinecone Court
Land O'Lakes, Florida 34639
Vice Present/Secretary

ARTICLE VI - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and shareholders, but the Board of Directors may not alter, amend or repeal any by-laws adopted by the shareholders if the shareholders provide that the by-laws cannot be altered, amended or repealed by the Board of Directors.

ARTICLE VIII - AMENDMENT

These articles of incorporation may be amended at any time by vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator to these articles of incorporation is Jeffrey A. Caglianone, 605 South Boulevard, Tampa, Florida 33606.

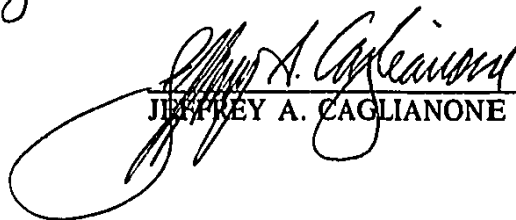
ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The initial office of this corporation shall be located at 3616 Pinecone Court, Land O'Lakes, Florida 34639. The name of the initial Registered Agent and his address is Bruce M. Green, 3616 Pinecone Court, Land O'Lakes, Florida 34639. The corporation shall have the power to relocate its initial office at other places within and without the State of Florida as may be determined and deemed expedient.

ARTICLE XI - AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 20th day of August, 1997.

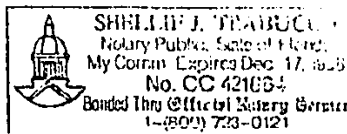

JEFFREY A. CAGLIANONE

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared JEFFREY A. CAGLIANONE, to me well known and known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed the same instrument for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 20th day of August, 1997.

Shellie J. Trabucco
Notary Public, State of Florida
My commission expires:



Shellie J. Trabucco
Type or print notary name

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts designation as Registered Agent for Mars Telecomm, Inc.



BRUCE M. GREEN

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

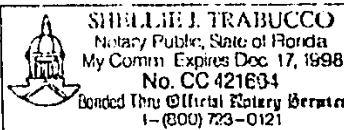
I HEREBY CERTIFY that on this day, before me an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, appeared BRUCE M. GREEN to me known to be the person identified herein (personally known by me) or (who produced as identification in the form of His Own's Name), and who executed the foregoing instrument and he/she acknowledged before me that he/she executed the same and who (did) (did not) take an oath.

WITNESS my hand and official seal in the County and State aforesaid this 20th day of August, 1997.



Notary Public, State of Florida
My commission expires:

Shellie J. Trabucco
Type or print notary name



FILED
97 AUG 22 AM 8:58
TALLAHASSEE, FLORIDA