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DAVID J. KAPPER, ESQ.

351 S. CYPRESS ROAD, SUITE 400 POMPANO BEACH, FL 33060 (954) 283-1100

FILED

97 AUG 25 AN II: 36
SECKETARY OF STATE
AND AHASSEE, FLORIDA

August 21, 1997

Department of State Division of Corporation P.O. Box 6327 Tallahassee, FL 32314

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800002276448---0 -08/25/97--01131--010 *****70.00 ******70.00

Dear Sir/Madam:

Enclosed please find the information required to file for incorporation on behalf of "USA TELCOM, Inc." Additionally you will find a check in the amount of \$70.00 made out to the State.

Thank you, for all your assistance and, in advance, for your immediate attention to this matter. I am, as always,

Sincerely yours,

David V. Kapper, Esq.

ARTICLES OF INCORPORATION **OF** USA TELCOM, INC.

ARTICLE I:

NAME

The name of the corporation shall be:

USA TELCOM, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

351 SOUTH CYPRESS ROAD, SUITE 400, POMPANO BEACH, FLORIDA 33060

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE HUNDRED (100)

SHARES AT \$1.00 PAR VALUE

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

DAVID J. KAPPER

351 SOUTH CYPRESS ROAD, SUITE 400, POMPANO BEACH, FLORIDA

ARTICLE V: INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is:

DAVID J. KAPPER

351 SOUTH CYPRESS ROAD, SUITE 400, POMPANO BEACH, FLORIDA 33061

The undersigned incorporator has executed these Articles of Incorporation this 21st day of August, <u> 1997.</u>

DAVID J. KAPPER-INCORPORATOR

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501. FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: USA TELCOM, INC.

2. The name and address of the registered agent and office is:
DAVID J. KAPPER
351 SOUTH CYPRESS ROAD, SUITE 400, POMPANO BEACH, FLORIDA 33061

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DAVID J. KAPPER

DATE