

P.97000077590



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 521297 4303929

AUTHORIZATION :

Patricia P. P.

COST LIMIT : \$ 122.50

ORDER DATE : September 8, 1997

ORDER TIME : 10:53 AM

ORDER NO. : 521297-005

CUSTOMER NO: 4303929

200002287182--4

CUSTOMER: Myrna Golinsky, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: UCI TELEPORT, INC.

EFFECTIVE DATE:

X 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
RECEIVED
97 SEP -8 PM 3:30 97 SEP -8 PM 12:14
SECTION 1, DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

SN SEP -8 1997

GREENBERG ATTORNEYS AT LAW TRAURIG

Leonard J. Adler
Fernando C. Alonso
Cesar L. Alvarez
Liliana Armas
Daniel H. Aronson
David C. Ashburn
Charles M. Auslander
Fred W. Baggett
Kerri L. Barsh
Hilarie Bass
V. Dawn Beighey
Norman J. Benford
Dale S. Bergman
Paul Berkowitz
Bridget Berry
Mark F. Bideau
Lorence Jon Bielby
Mark D. Bloom
Reginald L. Bouthillier, Jr.
Howard Bregman
Blake D. Bringgold
Francis B. Brogan, Jr.
Burt Bruton
Bernardo Burnstein
Joseph A. Carballo
Diane Wagner Carr
David R. Chase
Michael J. Cherniga
Ary Choueke
Sue M. Cobb

C. Deryl Couch
Miguel A. De Grandy
Alan T. Dimond
Trini L. Donato
Lucia A. Dougherty
Candace R. Duff
William B. Eck
Kenneth Edelman
Arthur J. England, Jr.
Gary M. Epstein
Elvira A. Escribano
Henry H. (Bucky) Fox
Jorge L. Freeland
Jeffrey R. Fried
Robin F. Frydman
Robert C. Gang
Richard G. Garrett
Brian K. Gart
David J. George
Jeffrey Gilbert
Laurie L. Gildan
Bruce H. Giles-Klein
Richard J. Giusto
Lawrence Godofsky
Joel K. Goldman
Steven E. Goldman
Glenn E. Goldstein
Joseph G. Goldstein
Steven S. Goodman
Matthew B. Gerson

Dianne Greenberg
Melvin N. Greenberg
Robert L. Grossman
Barbara A. Hall
Paige A. Harper
Fred F. Harris, Jr.
Steven M. Helfman
Alberto M. Hernandez
Jeffrey A. Hirsch
Kenneth C. Hoffman
Larry J. Hoffman
Kenneth A. Horky
John Harrison Hough
Gerald J. Houlihan
Andrew Hulsh
John B. Hutton
Keith A. James
Martin Kalb
Steven M. Katzman
David S. Kenin
Holly W. Kimmel
Steven J. Kravitz
J. D. Boone Kuersteiner
Christopher L. Kurzer
Ronald C. LaFace
Gustavo J. Lamelas
Steven A. Landy
Steven R. Lapidus
Nancy B. Lash
Moshe M. Lehrfield

James P. S. Leshaw
Marc S. Levin
Oscar Levin
Michael P. Levinson
Norman H. Lipoff
Carlos E. Loumiet
Juan P. Loumiet
Bruce E. Macdonough
Robert P. Macina
Alfred J. Malefatto
Samantha D. Malloy
Fernando Margarit
Ines Marrero-Priegues
Enrique J. Martin
Roberto Martinez
Pedro J. Martinez-Fraga
Joel D. Maser
Juan J. Mayol, Jr.
Craig T. McClung
Robert R. McDonald
Maury R. Olicker
Rebecca R. Orand
Debbie M. Orshesky
Aileen Ortega
A. Fricaner Pardo
Stevan J. Pardo
Rose Parish-Ramon
Michael G. Park
Marshall R. Pasternack
Sylvia S. Penneys

Sheldon S. Polish
Roberto R. Pupo
Albert D. Quentel
Vivian Pazos Quiroga
C. Ryan Reetz
Mark J. Reisman
Barry Scott Richard
Douglas J. Rillatone
Andrés Rivero
A. Jeffry Robinson
Kenneth B. Robinson
Raquel A. Rodriguez
Alan H. Rolnick
Marvin S. Rosen
Richard A. Rosenbaum
Ronald M. Rosengarten
David L. Ross
Stephen D. Sanford
Gary A. Saul
Elliot H. Scherker
Mark P. Schnapp
Clifford A. Schulman
Randy J. Shaw
Paul A. Shelowitz
Brian J. Sherr
Marlene K. Silverman
Holly R. Skolnick
Charles E. Stiver, Jr.
Joel L. Stocker
Douglas R. Thornburg

Robert H. Traurig
Peter L. Tunis
Brian J. Walsh
Keith Wasserstrom
Jeffrey Weithorn
David E. Wells
Bradford D. West
Howard W. Whitaker
Jerrold A. Wish
Timothy D. Wolfe
Linda G. Worton
Julie A. Zahniser

T. Wayne Davis, of Counsel
Arnold J. Hoffman, of Counsel
Patrick T. O'Brien, of Counsel
Allan Salovin, of Counsel
Paul E. Shapiro, of Counsel
H. Allan Shore, of Counsel
Craig E. Stein, of Counsel
Marc M. Watson, of Counsel
Julie A.S. Williamson, of Counsel
Zachary H. Wolff, Retired

Myma Norman Golinsky
(305) 789-5375

September 5, 1997

Florida Division of Corporations
DOMESTIC CHARTER SECTION
P.O. Box 6327
Tallahassee, FL 32314

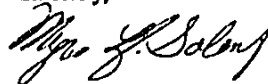
Re: UCI TELEPORT, INC.

Enclosed herewith are three duly executed originals of ARTICLES OF INCORPORATION for the captioned corporation.

Also enclosed is a check in the amount of \$122.50 to cover the cost of filing and one certified copy. Please stamp the third copy and return to me.

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Sincerely,



Myma Norman Golinsky
Legal Assistant

ARTICLES OF INCORPORATION

OF

UCI TELEPORT, INC.

FILED

97 SEP -8 PM 3: 30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is UCI TELEPORT, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 444 Brickell Avenue, Suite 400, Miami, Florida 33131.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
25,000,000	\$.01	common
5,000,000	\$.01	preferred

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 1201 Hays Street, Florida, 32301, City of Tallahassee, County of Leon, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is three (3), and the names and addresses of the

members of the initial Board of Directors who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

Rolando Martinez
444 Brickell Avenue
Suite 400
Miami, FL 33131

Michael F. Thomas
1111 Northshore Drive
Suite N-425
Knoxville, TN 37919

Neal S. Melnick
1111 Northshore Drive
Suite N-425
Knoxville, TN 37919

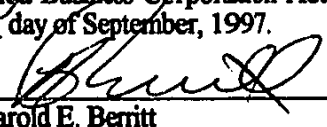
ARTICLE VII

The name of the Incorporator is Harold E. Berritt and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 9 day of September, 1997.



Harold E. Berritt
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of UCI TELEPORT, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
its agent Registered Agent

DATED: September 8, 1997.