

9/10/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY G. RODRIGUEZ *LMIS*

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: ~~N.E. ADVERTISING INC.~~ *INTELEDIGM COMMUNICATIONS INC.*

AUDIT NUMBER.....H97000014926

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

CERT. OF STATUS..1

PAGES..... 4

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STATE
SECRETARY
TALLAHASSEE, FLORIDA

D. REGISTER SEP 11 1997

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is:
Inteledigm Communications Inc.

Article II. Address

The mailing address of the Corporation is:
Inteledigm Communications Inc.
10448 St. Tropez Place
Tampa FL 33615

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Mary Elaine Egan
10448 St. Tropez Place
Tampa FL 33615

Article IV. Board of Directors

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

Mary Elaine Egan

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.

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0686

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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

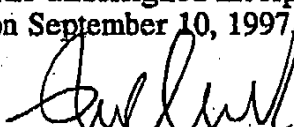
The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on September 9, 1997.

The undersigned incorporator executed these Articles of Incorporation on September 10, 1997.



CORPORATE CREATIONS INTERNATIONAL INC.
Luis A. Uriarte Vice President

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0686

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MIAMI OFFICE

PAGE 02

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION:

Inteledigm Communications Inc.

REGISTERED AGENT/OFFICE:

**Mary Elaine Egan
10448 St. Tropez Place
Tampa FL 33615**

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.


MARY ELAINE EGAN

Date: September 10, 1997

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0880

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