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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: SOURCE ONE TELECOM, INC.

AUDIT NUMBER.....H97000016292

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

CERT. OF STATUS..0

PAGES.....4

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ARTICLES OF INCORPORATION

OF

SOURCE ONE TELECOM, INC.

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is SOURCE ONE TELECOM, INC. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is 201 South Biscayne Boulevard, Suite 2980, Miami, Florida 33131.
- THIRD:** The Corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH:** The name and address of the incorporator of the Corporation is: Steven Levin, 201 South Biscayne Boulevard, Suite 2980, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have three directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial directors of the Corporation are:

PREPARED BY:  
Kathleen L. Deutsch  
Florida Bar Number 0571891  
Broad and Cassel  
Miami Center, Suite 3000  
201 South Biscayne Boulevard  
Miami, Florida 33131  
(305) 372-9400

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Steven N. Bronson  
201 South Biscayne Boulevard  
Suite 2950  
Miami, Florida 33131

James S. Cassel  
201 South Biscayne Boulevard  
Suite 2950  
Miami, Florida 33131

Steven Levin  
201 South Biscayne Boulevard  
Suite 2980  
Miami, Florida 33131

**EIGHTH:** The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of September, 1997.

  
\_\_\_\_\_  
Steven Levin, Incorporator

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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By:

  
Anna Salgado, Vice President

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