

Florida Incorporators, Inc.

Mark S. Hankins
President
1221 Brickell Avenue, Suite 900
Miami, Florida 33131

October 2, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800002312388--0
-10/06/97--01030--004
****122.50 ****122.50


RE: Dialtone USA, Inc.

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$122.50 representing the filing fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,


Mark Hankins
President

FILED
97 OCT -6 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten: Done 10/7/97

Articles Of Incorporation
of
Dialtone USA, Inc.

FILED
97 OCT -6 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is Dialtone USA, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is ONE (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until her successor is elected and qualified is:

Alexandra Clermont
1420 S.W. 82nd Terrace, Suite 1032
Plantation, FL 33324

SEVENTH: The name and address of the incorporator is:

Mark Hankins
701 Brickell Key Blvd. #604
Miami, FL 33131

EIGHTH: The name and address of the initial registered agent and the initial registered office is:

Florida Incorporators, Inc.
1221 Brickell Avenue, Suite 900
Miami, FL 33131

NINTH: The mailing address and principal office of the corporation is:

Dialtone USA, Inc.
100 N.W. 76th Ave. Ste 306-2
Plantation, FL 33324

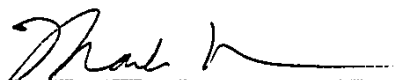
DATED: October 2, 1997


MARK HANKINS
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

FLORIDA INCORPORATORS, INC.

By: 
MARK HANKINS, President

FILED
97 OCT -6 PM 10:29
TALLAHASSEE, FLORIDA
SECRET