

P 97000088365

TRANSMITTAL LETTER

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

SUBJECT: COMPTTEL USA, INC

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

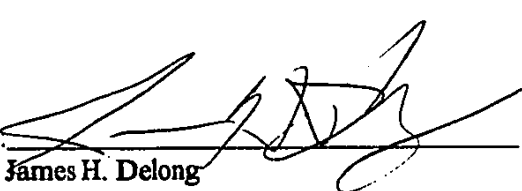
Please provide a certificate of status.

A check for \$70.00 is enclosed. This represents payment for:

Articles of Incorporation
Designation of and Acceptance by a Registered Agent

900002318789--2
-10/13/97--01085--010
*****70.00 *****70.00

FROM:


James H. DeLong
4337 Elmar Dr
Lauderdale by the Sea, Florida 33308
(954)776-5074

FILED
97 OCT 13 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/14/97-
T-400

ARTICLES OF INCORPORATION

OF

COMPTel USA, INC

ARTICLE I. CORPORATE NAME.

The name of this corporation is COMPTel USA, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 4337 Elmar Drive, Lauderdale by the Sea, Florida 33308-0000.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are James H. Delong, 4337 Elmar Drive, Lauderdale by the Sea, Florida 33308-0000.

ARTICLE V. INCORPORATORS.

The name and street address of the incorporator to these articles of incorporation is:

James H. Delong
4337 Elmar Drive
Lauderdale by the Sea, Florida 33308-0000

The undersigned executed these articles of incorporation on Oct. 8, 1997.


James H. Delong, Incorporator

FILED
97 OCT 13 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Designation and Acceptance of Registered Agent
for a Florida Corporation**

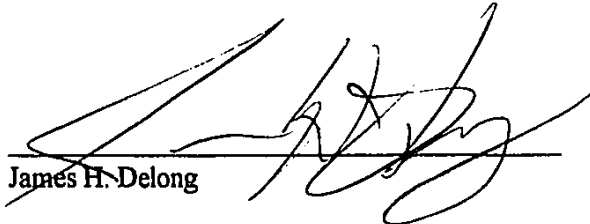
Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is COMPTTEL USA, INC.
2. The name of the registered agent is James H. Delong.
3. The address of the registered agent/registered office is 4337 Elmar Drive, Lauderdale by the Sea, Florida 33308.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

James H. Delong



Date: 10-8, 1997.

FILED
97 OCT 13 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA