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PLEASE REPLY TO:

October 8, 1997

Coral Gables

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

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-10/13/97--01091--004
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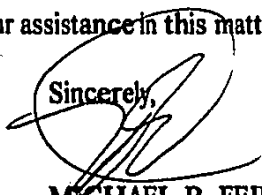
Re: National Communications Consultants, Inc.

Sirs:

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Sincerely,



MICHAEL B. FEILER

FILED
97 OCT 13 PM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PAID
10/13/97

**ARTICLES OF INCORPORATION OF
NATIONAL COMMUNICATIONS CONSULTANTS, INC.**

FILED
97 OCT 13 AM 11:51
SECRET
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is **NATIONAL COMMUNICATIONS CONSULTANTS, INC..**

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation is:

130 University Park Drive #210
Winter Park, FL 32972

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is **ONE THOUSAND**, no par value.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are:

MICHAEL B. FEILER
3929 Ponce De Leon Blvd.
Coral Gables, FL 33134

ARTICLE V. INCORPORATOR

The name and address of the undersigned incorporator is:

MICHAEL B. FEILER
3929 Ponce De Leon Blvd.
Coral Gables, FL 33134

ARTICLE VI. INITIAL DIRECTORS

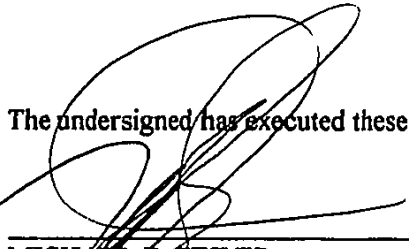
The names and street addresses of the initial Board of Directors, who shall serve as the directors until the first annual meeting of shareholders, or until their successors have been elected and qualified, are:

JOSEPH ANDREW, Director
EDWIN STEINBERG, Director
PATRICK ARTZ, Director
130 University Park Drive #210
Winter Park, FL 32972

MICHAEL B. FEILER, Director
3929 Ponce de Leon Blvd
Coral Gables, FL 33134

SIGNATURE

The undersigned has executed these Articles on October 6, 1997.



MICHAEL B. FEILER

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 NATIONAL COMMUNICATIONS CONSULTANTS, INC.
2. The name of the registered agent is MICHAEL B. FEILER, ESQUIRE.
3. The address of the registered agent/registered office is 3929 Ponce De Leon Blvd., Coral Gables, FL 33134.

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.

Date: 10/6/97

By: MICHAEL B. FEILER, ESQUIRE

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