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OF COUNCIL
DAVID M. LAZARUS
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NEIL J. ROULT, LL.M.

October 22, 1997

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

FILED
97 OCT 27 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Incorporation of "Totalcom America Corporation"

Dear Sir/Madam:

I am enclosing an original and one copy of the Articles of Incorporation for Totalcom America Corporation, together with this law firm's check in the amount of \$122.50, your fee for a certified copy. Please return the certified copy to the undersigned.

If you have any questions, please contact my office.

Thank you.

Sincerely,

Peggy Fisher
PEGGY FISHER

PF/tc
Encs.

Totalcom.Ltd

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***\$122.50 ***\$122.50

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97 OCT 27 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
TOTALCOM AMERICA CORPORATION

FILED
97 OCT 27 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name and address of the Corporation shall be:

TOTALCOM AMERICA CORPORATION
6175 NW 167TH STREET
SUITE G-34
MIAMI, FL 33015

ARTICLE II - PURPOSE

This corporation is organized for the following purpose:

To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Chapter 607, Florida Statutes.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: One Thousand (1,000) shares, One (\$1.00) Dollar par value per share, common stock. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the consideration for which has been paid or delivered, shall be deemed

Prepared by:
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fully-paid stock, and the holder of such shares shall not be liable for any further payment. At any time, and from time to time, when authorized by resolution of the Board of Directors, and without any action by its stockholders, the corporation may issue or sell any shares of its capital stock of any class, whether out of the unissued shares authorized by the Articles of Incorporation of the corporation as originally filed, or by any amendment of the Articles, or out of shares of its stock acquired after the issue; and whether or not the shares so issued are sold, shall confer upon the holders of them the right to exchange such shares for other shares of the stock of the corporation. The corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, any tangible or intangible property or benefit to the corporation including cash, promissory notes, services performed, promises to perform services, as evidenced by a written contract, or other securities of the corporation.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation shall commence business shall be not less than ONE THOUSAND (\$1,000.00) DOLLARS.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved by law.

ARTICLE VI

INITIAL REGISTERED OFFICE AND NAME OF REGISTERED AGENT

The registered office of this corporation shall be:

6175 NW 167TH STREET
SUITE G-34
MIAMI, FL 33015

The registered Agent at the above address is:

ANTONIO IZQUIERDO

ARTICLE VII - INITIAL PRINCIPAL OFFICE

The address of the corporation's initial principal office shall be:

6175 NW 167TH STREET
SUITE G-34
MIAMI, FL 33015

ARTICLE VIII - BOARD OF DIRECTORS

The initial Board of Directors shall consist of FOUR (4) members, as below described. The Board of Directors of this corporation shall, at all times, consist of no fewer than one, and no greater than seven directors.

NAME	ADDRESS
ANTONIO BRITO ALMENARA	6175 NW 167TH STREET SUITE G-34 MIAMI, FL 33015
ANTONIO E. BRITO	6175 NW 167TH STREET SUITE G-34 MIAMI, FL 33015
ANTONIO IZQUIERDO	6175 NW 167TH STREET SUITE G-34 MIAMI, FL 33015

MARIA I. BRITO

6175 NW 167TH STREET
SUITE G-34
MIAMI, FL 33015

The affirmative vote of a majority of directors is required to constitute any act or decision rendered by the Board of Directors.

ARTICLE IX - OFFICERS

The names and addresses of the Officers of this Corporation are:

NAME	TITLE	ADDRESS
ANTONIO BRITO ALMENARA	President	6175 NW 167TH STREET SUITE G-34 MIAMI, FL 33015
ANTONIO E. BRITO	V.P.	6175 NW 167TH STREET SUITE G-34 MIAMI, FL 33015
ANTONIO IZQUIERDO	Secretary	6175 NW 167TH STREET SUITE G-34 MIAMI, FL 33015
MARIA I. BRITO	A/Secy.	6175 NW 167TH STREET SUITE G-34 MIAMI, FL 33015

ARTICLE X - INCORPORATOR

The name and address of the incorporator signing these Articles is:

ANTONIO IZQUIERDO
6175 NW 167TH STREET
SUITE G-34
MIAMI, FL 33015

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any officer or former officer to the full extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator

named, for the purpose of forming a corporation to do business both within and without the State of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 21 day of October, 1997.

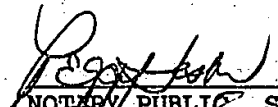


ANTONIO IZQUIERDO, Incorporator

STATE OF FLORIDA)
COUNTY OF Franklin) SS:

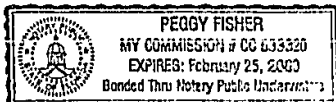
BEFORE ME, the undersigned authority, personally appeared ANTONIO IZQUIERDO, who is personally known to me, and is to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Hollywood, Florida, this 21st day of October, 1997.



NOTARY PUBLIC, State of Florida
Peggy Fisher
(Print name of Notary)

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE
OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:


FIRST, that TOTALCOM AMERICA CORPORATION, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 6175 NW 167TH STREET, SUITE G-34, MIAMI, FL 33015, named ANTONIO IZQUIERDO OF 6175 NW 167TH STREET, SUITE G-34, MIAMI, FL 33015, as its agent to accept service of process within Florida.

Date: 10/21/97



MARIA I. BRITO, Assistant Secretary

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties, and keeping open said office.



ANTONIO IZQUIERDO
Registered Agent

FILED
97 OCT 27 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA