

MARK R. COLODNE

9455C Boca Gardens Circle South
Boca Raton, Florida 33496

561-488-7414

P 97 0000 94053

October 28, 1997

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

100002334761--9
③ -10/31/97--01030--012
****122.50 ****122.50

RE: INTERNATIONAL COMMUNICATIONS EXCHANGE INC

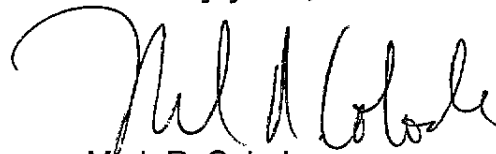
Dear Division of Corporations:

Enclosed, please find the Articles of Incorporation for the above-referenced corporation along with a check in the amount of \$122.50 for the filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return this to the above address above with the filing date stamped on it. If you would be so kind as to send back the stamped articles in the pre-addressed and filled out Express package.

Thank you for your considerations.

Sincerely yours,


Mark R. Colodne

encl: check \$122.50
Articles of Incorporation - 2 copies

F. CHESLER NOV 3 1997

FILED
97 OCT 31 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
97 OCT 31 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL COMMUNICATIONS EXCHANGE INC.**

ARTICLE I - NAME

The name of the corporation shall be:

INTERNATIONAL COMMUNICATIONS EXCHANGE INC.

ARTICLE II - PURPOSE

The purpose of this Corporation is to transact any or all lawful business for which Corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

9455C Boca Gardens Circle South
Boca Raton, Florida 33496

The mailing address of this Corporation shall be:

9455C Boca Gardens Circle South
Boca Raton, Florida 33496

ARTICLE IV - CAPITAL STOCK

The Corporation shall have the authority to issue 300 shares of common stock in one class only, each with a par value of \$1.00.

ARTICLE V - REGISTERED AGENT AND ADDRESS

The name and address of the registered agent is:

Mark R. Colodne
9455C Boca Gardens Circle South
Boca Raton, Florida 33496

FILED
97 OCT 31 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - DIRECTORS

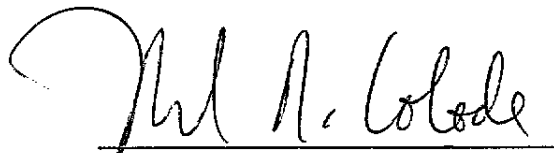
The Corporation shall have three directors initially. The number shall be fixed by the bylaws and may be changed from time to time.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

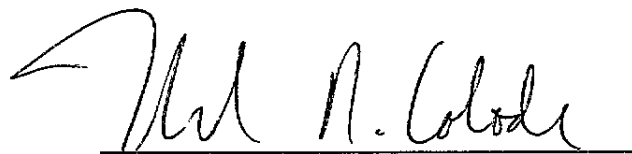
Mark R. Colodne
9455C Boca Gardens Circle South
Boca Raton, Florida 33496

10/28/97
Dated


Mark R. Colodne, Incorporator

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this Certificate, 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 am familiar with and accept the obligations of my position as registered agent.

10/28/97
Dated


Mark R. Colodne, Registered Agent