



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 599237 8306A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : November 12, 1997

ORDER TIME : 8:41 AM

ORDER NO. : 599237-005

CUSTOMER NO: 8306A

CUSTOMER: Ms. Marilyn Johnson
MANELLA & KLAPHOLZ, LLP.

400002346414--B

Suite 212
2500 Hollywood Boulevard
Hollywood, FL 33020

DOMESTIC FILING

NAME: DIRECT ACCESS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

2544.
W97-25704

g 11/14/97

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 13 PM 2:55

97 NOV 13 PM 1:16
DIVISION OF CORPORATIONS



RESUBMIT

Please give original
submission date as file date

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 13, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: DIRECT ACCESS, INC.
Ref. Number: W97000025704

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We have received your document for DIRECT ACCESS, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 597A00054645

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ARTICLES OF INCORPORATION
OF
PRIME ACCESS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PRIME ACCESS, INC.

The address of the principal office of this corporation shall be 1300 Park Of Commerce, Suite 272, Delray Beach, Florida 33445 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2206 Hollywood Blvd., Hollywood, Florida 33020, and the name of the initial registered agent of the corporation at that address is Ross Manella.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. DIRECTORS

This corporation shall have no directors, initially. The names and street addresses of the initial members of the Board of Directors are:

NAME	ADDRESS
Joel London	1300 Park of Commerce, Suite 272 Delray Beach, Florida 33445
Brahm Dubin	2200 Highland Avenue Delray Beach, Florida 33444

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

NAME	ADDRESS
Joel London Pres.	1300 Park of Commerce, Suite 272 Delray Beach, Florida 33445
Brahm Dubin V.Pres./Sec./Treas.	2200 Highland Avenue Delray Beach, Florida 33444

ARTICLE IX. INDEMNIFICATION

The corporation may indemnify any officer, director, employee, or agent or any former officer, director, employee, or agent to the extent permitted by law.

ARTICLE X. MEETINGS BY CONFERENCE CALL

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone call as provided by law, but regular meetings of the Board of Directors must be attended in fact and in person by each candidate.

ARTICLE XI, RESTRICTION OF NEW STOCK

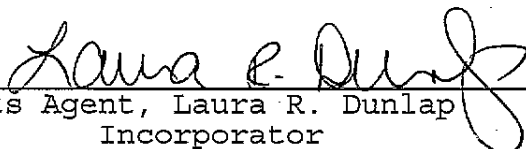
No new corporate shares of any class shall be authorized or issued without the express written unanimous consent of shareholders. Minority shareholders shall consent to authorization and issuance of additional shares where minority interest are satisfactorily protected from dilution of their interest without requirement of additional consideration for such protection.

ARTICLE XII. INCORPORATOR

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

LAURA R. DUNLAP
Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on November 13, 1997.



Its Agent, Laura R. Dunlap
Incorporator

sms

ACCEPTANCE OF REGISTERED AGENT
DESIGNATEED IN THE ARTICLES OF INCORPORATION

ROSS MANELLA, ESQ., an individual residing in this State having a business office identical with the registered office of the corporation named below, and having been designated as Registered Agent in the above and foregoing Articles of Incorporation of:

PRIME ACCESS, INC.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



ROSS MANELLA, ESQ.

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