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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: HOMETEL COMMUNICATIONS, INC.

AUDIT NUMBER.....H97000019016

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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SECOND JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

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(4)
**ARTICLES OF INCORPORATION
OF
HOMETEL COMMUNICATIONS, INC.**

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be:

HOMETEL COMMUNICATIONS, INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

A. The total authorized capital stock of this Corporation is One Thousand (1,000) shares of Common Stock, par value \$1.00 per share.

B. Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is: 20533 Biscayne Boulevard, Suite N-137, Aventura, Florida 33180. The Board of Directors may from time to time move the principal office to another address in Florida.

PRESENTED BY: Disney D. Thompson, Esquire, DISNEY D. THOMPSON & ASSOC.,
P.A., Florida Bar No. 847534. 169 East Flagler Street, Suite
1527. Miami, Florida 33131. (305) 381-9096

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EMPIRE CORPORATE KIT

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ARTICLE VI
NUMBER OF DIRECTORS

This Corporation shall have not less than one (1) Director.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The name and street address of the initial members of the Board of Directors are:

SALOMON ABADI
20533 BISCAYNE BOULEVARD
SUITE N-137
AVENTURA, FLORIDA 33180

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is: 20533 Biscayne Boulevard, Suite N-137, Aventura, Florida 33180 and the name of the initial registered agent of this Corporation at the address is: SALOMON ABADI.

ARTICLE IX- INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: SALOMON ABADI, 20533 Biscayne Boulevard, Suite N-137, Aventura, Florida 33180.



SALOMON ABADI

PRESENTED BY: Disney D. Thompson, Esquire, DISNEY D. THOMPSON & ASSOC.,
P.A., Florida Bar No. 847534. 169 East Flagler Street, Suite
1622 Miami, Florida 33131.

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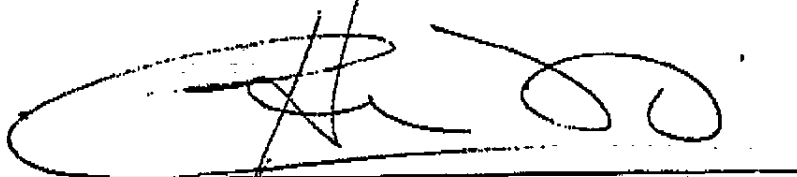
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 49.091 and Section 607.034 (3) Florida Statutes, the following is submitted:

HOME TEL COMMUNICATIONS, INC., a corporation being organized under the laws of the State of Florida, with its principal place of business: 20533 Biscayne Boulevard, Suite N-137, Aventura, Florida 33180, has named **SALOMON ABADI**, located at 20533 Biscayne Boulevard, Suite N-137, Aventura, Florida 33180, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby state that I am familiar with, and accept the obligations provided for in Florida Statutes Section 607.325, that I hereby accept to act in this capacity and agree to comply with the provisions of said sections relative to keeping open said office.



Registered Agent - Salomon Abadi

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PRESENTED BY:

Disney D. Thompson, Esquire, DISNEY D. THOMPSON & ASSOC.,
P.A., Florida Bar No. 847534. 169 East Flagler Street, Suite
1807 Miami, Florida 33131