

PA7000104748

Stephen Stern
9280 Chelsea Dr. South,
Plantation, Fl. 33324

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 11 PM 12:17

December 9, 1997

Department of State,
Divisions of Corporations
409 E Gaines Street
Tallahassee, Fl 32399

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-12/11/97-01047-017
****122.50 ****122.50

Dear Sir or Madam:

Please process the enclosed filing of the Articles of Incorporation for SysCom Long Distance Services Inc. as quickly as possible and fax a copy of the approved Articles to 954-473-4880, and federal express the original to my address at 9280 Chelsea Drive S., Plantation Fl 33324.

Thank you for your assistance.

Sincerely yours,

Stephen Stern

4
Stephen Stern GAVE
AUTHORIZATION BY PHONE TO
CORRECT B/L Acceptance
DATE 12/12/97
DOC. EXAM Doris Brown

D. BROWN DEC 12 1997

ARTICLES OF INCORPORATION

OF

SYSCOM LONG DISTANCE SERVICES, INC.

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The undersigned, for the purposes of forming a corporation under the provisions of the statutes of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is:

SYSCOM LONG DISTANCE SERVICES, INC.

The principal address of the corporation shall be:

9280 Chelsea Dr. South
Plantation, Florida 33324

ARTICLE II

DURATION

The corporation shall have a perpetual existence

ARTICLE III

PURPOSE

This corporation is organized to:

To transact any and all business for which corporations may be incorporated under the Florida General Corporation Act

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000,000 shares of stock having a par value of \$0.0001 per share. All shares of stock shall be designated common shares. The stock may be issued in fractionated shares and may be in whole or in part canceled and reissued at any time in compliance with the By-laws of this corporation. Said stock shall be paid for in such manner as the Board of Directors may provide and approve, whether in cash, services or property.

ARTICLE V

DIVIDENDS

The holders of common stock of the corporation shall be entitled to receive dividends from time to time when declared by the Board of Directors either from the corporations net earnings or from the surplus of the corporations assets over liabilities, including capital of the corporation, but not otherwise. Dividends may be payable either in cash, property, or shares of common stock of the corporation.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9280 Chelsea Dr. South, Plantation, Florida and the name of the initial registered agent of this corporation at that address is Stephen Stern.

ARTICLE VII

DIRECTORS

The Board of Directors of the corporation shall consist of 1-7 members

ARTICLE VII

INCORPORATORS

The name and post office address of the incorporator of the Articles of Incorporation is:

Stephen Stern
9280 Chelsea Drive South
Plantation, FL 33324

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ARTICLE IX

AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at the Shareholder's meeting by a majority of the Stockholders entitled to vote thereof, unless all of the Directors and all of the Shareholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

BYLAWS

The power to adopt, amend, alter or repeal bylaws shall be vested in the Board of Directors and may be changed by the Shareholders at the next Shareholders meeting.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes herein stated this 9th day of December 1997

I UNDERSTAND AND ACCEPT THE DUTIES
AS REGISTERED AGENT FOR THE ABOVE
NAMED CORPORATION.


Stephen Stern

INCORPORATOR/REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, a notary public duly authorized to take acknowledgments, personally appeared, STEPHEN STERN, as incorporator and who executed the foregoing Articles of Incorporation this 10 of December 1997.

WITNESS MY HAND and official seal at Plantation, Broward County, Florida this 9th day of December, 1997



TRACEY PAUL BRANCAZIO
My Commission CC408996
Expires Sep. 21, 1998
Bonded by HAI
800-422-1555


Notary Public, State of Florida

My Commission Expires Sept-21, 1998

Print Name TRACEY PAUL BRANCAZIO

Produced Identification YES

Type of Identification DRIVERS LICENSE