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FRIEDMAN, ROSENWASSER & GOEDBAUM

A PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELORS AT LAW

THE PLAZA • SUITE 801

5355 TOWN CENTER ROAD

BOCA RATON, FLORIDA 33496

JAN 14 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TELEPHONE (561) 395-5511

TELEFAX (561) 368-9274

January 13, 1998

Via Federal Express

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32301

200002393802--2  
-01/14/98-01057-018  
\*\*\*122.50 \*\*\*122.50

RE: TELNEX COMMUNICATIONS, INC.

Dear Sir/Madam:

Enclosed herewith, you will find a check in the amount of \$122.50, together with the original and one copy of the Articles of Incorporation for Telnex Communications, Inc., for filing with the Secretary of State.

Please stamp and forward the copy of the articles to this office in the Federal Express envelope provided at your earliest convenience.

Very truly yours,

Andrew R. Friedman

ARF/jh  
enc.

P. Hall  
JAN 15 1998

**ARTICLES OF INCORPORATION**  
**OF**  
**TELNEX COMMUNICATIONS, INC.**

FILED  
98 JAN 14 AM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be:

TELNEX COMMUNICATIONS, INC.

**ARTICLE II**

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 100,000 shares common stock, \$1.00 par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid.

**ARTICLE IV**

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred Dollars (\$500.00).

**ARTICLE V**

This corporation shall have perpetual existence, unless dissolved according to law.

**ARTICLE VI**

The principal office of the corporation shall be at: 8177 Glades Road, Suite 208, Boca Raton, FL 33434. Said corporation shall have full power and authority to transact business and to establish offices and agencies in such other places within and without the State of Florida and in any foreign countries. The name of the initial registered agent of this Corporation at the above address is: HOWARD S. HELFANT.

**ARTICLE VII**

The business of the corporation shall be conducted by a Board of Directors of not less than one to be increased at the discretion of the Board of Directors.

**ARTICLE VIII**

The name and post office addresses of the first Directors of this corporation, all subject to the provisions of this certificate, By-laws, and the Corporation Law of the State of Florida, who shall hold office for the first year, or until their successors are duly elected and qualified are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
HOWARD S. HELFANT	8177 Glades Road, Suite 208 Boca Raton, FL 33434

**ARTICLE IX**

The names and post office addresses of the officers of the corporation are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
HOWARD S. HELFANT President/Secretary/Treasurer	8177 Glades Road, Suite 208 Boca Raton, FL 33434

**ARTICLE X**

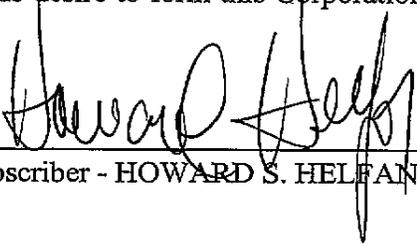
The name and post office address of the subscriber to the Certificate of Incorporation is as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
HOWARD S. HELFANT	8177 Glades Road, Suite 208 Boca Raton, FL 33434

**ARTICLE XI**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator, being the same person named in Article X above, and in evidence of his desire to form this Corporation does hereunto subscribe his name, this 13 day of January, 1998.

  
\_\_\_\_\_  
Subscriber - HOWARD S. HELFANT

STATE OF FLORIDA                    )  
  ) ss.:  
COUNTY OF PALM BEACH            )

BEFORE ME, the undersigned authority, personally appeared **HOWARD S. HELFANT**, the person described in and whose name is signed to the foregoing Certificate of Incorporation of TELNEX COMMUNICATIONS, INC., and who is described in said Certificate as the incorporator of said corporation, and he acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and seal in the County of Palm Beach, State of Florida, this 13 day of January, 1998.

Donna R. Sanders  
NOTARY PUBLIC, STATE OF FLORIDA  
Printed Name:

Personally known  OR  
Produced Identification

Type of identification \_\_\_\_\_

My Commission Expires:

OFFICIAL NOTARY SEAL  
DONNA R SANDERS  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC429498  
MY COMMISSION EXP. DEC. 26, 1998

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

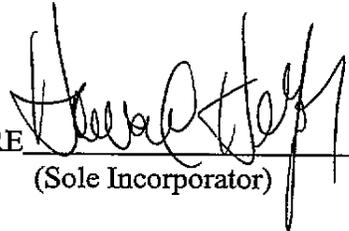
FILED  
JAN 14 AM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST - THAT TELNEX COMMUNICATIONS, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,  
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF BOCA RATON, STATE OF  
FLORIDA, HAS NAMED HOWARD S. HELFANT LOCATED AT 8177 Glades, Suite 208,  
CITY OF BOCA RATON, STATE OF FLORIDA, (33434) AS ITS AGENT TO ACCEPT  
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE



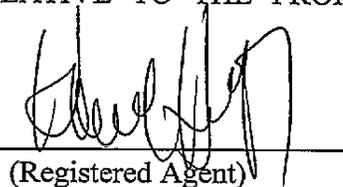
(Sole Incorporator)

TITLE: President

DATE: January 13<sup>TH</sup>, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED 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 AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE



(Registered Agent)

DATE: January 15<sup>TH</sup>, 1998