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SEEMORE VERTEL COMMUNICATIONS, INC.
C/O A & T Accounting and Taxes
7098 Bonita Drive
Miami Beach, Florida 33141

January 28, 1998

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

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In Re: Incorporation of Seemore Vertel Communications, Inc.

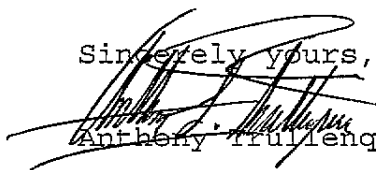
To Whom It May Concern,

Enclosed please find the Articles of Incorporation for the aforementioned corporation together with the Registered Agent Certificate and filing fees. Please file same and return the original recorded Articles and corresponding certificate to the following address:

Seemore Vertel Communications, Inc.
c/o A & T Accounting and Taxes
7098 Bonita Drive
Miami Beach, Florida 33141

If you should have any questions, please do not hesitate to contact us at (305) 868-5365 or at the above styled address.

Sincerely yours,


Anthony Trullienque

jt/IT

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
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ARTICLES OF INCORPORATION
OF
SEEMORE VERTEL COMMUNICATIONS, INC.

The undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the Laws of the State of Florida, and we do hereby file these Articles of Incorporation in writing and do hereby state as follows, to wit:

ARTICLE ONE
NAME

The name of the corporation is:

SEEMORE VERTEL COMMUNICATIONS, INC.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The general nature and purpose of this corporation is to engage in the following activities:

A.) The authority to engage in and transact, within and without the State of Florida or the United States, any and all lawful activities permitted under the laws of the United States and/or of the State of Florida for which

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corporations may be incorporated under Chapter 607 of the Florida Statutes;

B.) The Corporation may more particularly engage in the following businesses and/or activities:

1.) To engage in the business of selling computers and communication devices including but not limited to cellular telephones, internet providers, laptop computers, exports, program systems, and entertainment products;

2.) To engage in the business of video and telecommunications including but not limited to retail sales;

3.) To engage in the retail sales of video and telecommunication products including but not limited to digital electronic products, computer communications, entertainment videos, audio equipment, software and hardware;

4.) To engage in the business of selling computer related accessories including but not limited to cables, connectors, screens and workstations;

5.) To engage in the travel business and develop a business in the field of tourism which includes but is not limited to tourist guide services, travel services and any and all activities arising from and in connection with tourism;

6.) To engage in the money brokerage business as permitted under the respective jurisdiction in which said business shall be effected;

7.) To engage in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold (including holding for investment), sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage operate ; deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any interest or right therein;

8.) Furthermore, the corporation may take lease, purchase or otherwise acquire, and own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of, and to acquire, purchase, sell, assign, transfer, dispose of, and in general deal with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal and mixed properties;

9.) To engage in the business of a retail and/or wholesale membership club and/or engage in the conduct of any

and all types of club related endeavors and/or ventures within and without the United States including but not limited to social and/or country clubs, merchandising clubs and gym and/or health related clubs;

10.) To engage and/or carry on a general construction, contracting, building, and realty management business, as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity;

11.) And to engage in any and all real estate activities both domestic and foreign and effect the purchase and sale of all kinds of real estate property of whatever nature and wherever situated.

ARTICLE FOUR CAPITAL STOCK

This corporation shall be authorized to issue one kind of stock which shall be deemed to be Common Stock. The total number of authorized shares shall be Ten Thousand (10,000) shares. Each share representing 1/10,000 of the ownership of the company. The Corporation shall assign a NO PAR VALUE to each and every share of Common Stock.

ARTICLE FIVE REGISTERED AGENT AND CORPORATE OFFICE

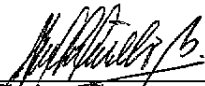
The name and street address of the initial registered agent of this corporation is:

ELIAS MONROY
435 NE 121ST STREET, #303
NORTH MIAMI, FL 33162

ARTICLE NINE
AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders are given the right to amend or repeal any provision contained in these Articles of Incorporation, provided that a majority of the shareholders approve of such amendment or repeal. Amendments to the Articles of Incorporation shall be adopted and approved in the manner set forth under Florida law by the shareholders.

IN WITNESS WHEREOF, we the undersigned, being all the incorporators hereinabove named, do hereby certify that the above Articles of Incorporation are acknowledged and agreed upon among us and we have accordingly set our hands and seals this 28th day of January, nineteen hundred and ninety Eight (1998).



Jose Gregorio Murillo,
Incorporator

STATE OF FLORIDA)
)
) s.s.
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State of Florida, County of Dade, personally appeared :

JOSE GREGORIO MURILLO

and known to me and known by me to be the person who

The corporate address and/or corporate headquarters shall be located at:

435 NE 121ST STREET, Ste. #303
NORTH MIAMI, FL 33162

ARTICLE SIX
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The name and address of the initial director of the corporation is:

Jose Gregorio Murillo
239 Harvard Avenue, Ste. #04
Gallston, MA 02134

ARTICLE SEVEN
INCORPORATOR

The initial incorporator is as follow:

Jose Gregorio Murillo
239 Harvard Avenue, Ste. #04
Allston, MA 02134

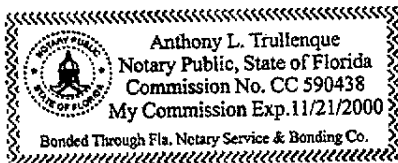
ARTICLE EIGHT
BY-LAWS


The initial By-laws of this corporation shall be adopted by the directors and shall be altered, amended or repealed from time to time by the Board of Directors.

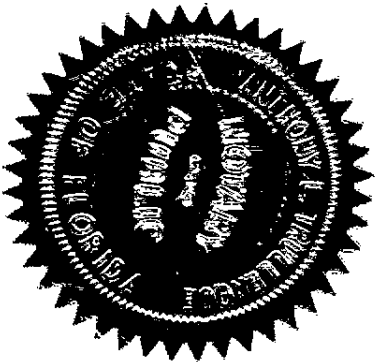
executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the State and County aforesaid,
this 28th day of January, nineteen hundred and ninety
Eight (1998).

My commission expires:




Notary: State of Florida





DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

PURSUANT TO THE FLORIDA STATUTES, the following is submitted
in compliance with said Statutes:

FIRST--That SEEMORE VERTEL COMMUNICATIONS, INC. is
qualified to do business under the laws of the State of
Florida with its principal office at 435 N.E. 121st
Ste. # 303, North Miami, Florida 33162, and has appointed
ELIAS MONROY, located at 435 NE 121st Street, North Miami,
Florida, 33162, County of Dade, State of Florida, as its
agent to accept Service of Process within this State.

ACKNOWLEDGMENT (must be signed by Designated Agent)

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
further agree to comply with the provision of said Statutes
relative to keeping open said office.

BY: Elias Monroy
Elias Monroy, Registered
Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA