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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: TODD W. KLISTON, ESQ.
075221000013

ACCT#:

CONTACT: TODD W KLISTON
PHONE: (954)473-4900

FAX #:

(954)473-4907

NAME: ALPHA-ONE COMMUNICATIONS CORP.	
AUDIT NUMBER.....H98000003354	
DOC TYPE.....FLORIDA PIT CORPORATION OR P.A.	
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ALPHA-ONE COMMUNICATIONS CORP.**

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of the corporation is ALPHA-ONE COMMUNICATIONS CORP.

ARTICLE II

NATURE OF BUSINESS

The corporation may transact any lawful business for which corporations may be incorporated under the Florida Business Corporations Act.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock. The consideration paid for each share shall be fixed by the Board of Directors from time to time.

Todd W. Kliston, Esq.
8211 W. Broward Blvd., Suite 375
Plantation, Florida 33324
Florida Bar # 163001

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**ARTICLE IV
CERTIFICATES**

Shares of the corporation must be evidenced by the issuance of certificates. The form and content of the certificates shall be as prescribed by Florida Law.

**ARTICLE V
ADDRESS**

The initial street address of the principal office of this corporation is 9600 West Sample Road, Suite 505, Coral Springs, FL 33065.

**ARTICLE VI
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VII
INDEMNIFICATION**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

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ARTICLE VIII

INITIAL DIRECTOR

The name and address of the initial Director who shall hold office until his successor is elected and has qualified is:

Gustavo Catoni-Ryan	12441 Northwest 10 th Court Coral Springs, FL 33071
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ARTICLE IX

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is as follows:

NAME	ADDRESS
Todd W. Kliston	8211 West Broward Boulevard, Suite 375 Plantation, FL 33324

ARTICLE X

REGISTERED OFFICE & REGISTERED AGENT

The street address of the corporation's initial registered agent is 8211 West Broward Boulevard, Suite 375, Plantation, Florida 33324 and the name of the initial registered agent at that office is Todd W. Kliston.

ARTICLE XI

EFFECTIVE DATE

The initial date of incorporation shall be effective on the date this document is filed as evidenced by the department of State's date and time endorsement on the original document.

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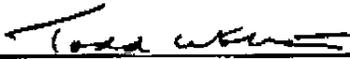
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ARTICLE XII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Florida Law.

Date: FEB 18, 1998


Todd W. Kliston

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

IN COMPLIANCE WITH SECTION 607.0403, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- Alpha-One Communications Corp., DESIRING TO ORGANIZE
(name of corporation)

OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS

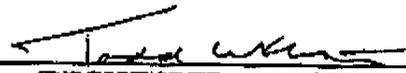
PRINCIPAL PLACE OF BUSINESS AT CITY OF Coral Springs,
(city)

STATE OF Florida, HAS NAMED Todd Kliston,
(state) (name of registered agent)

LOCATED AT 8211 West Erwood Boulevard Suite 375,
(street address) (post office boxes are not acceptable)

CITY OF Plantation, STATE OF FLORIDA, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY STATE THAT I AM FAMILIAR WITH, AND ACCEPT THE OBLIGATIONS OF THIS POSITION.

SIGNATURE: 
(REGISTERED AGENT)

DATE: 2/18/98

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