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HICKS
BRAMS
&
SCHER
ATTORNEYS AT LAW

March 3, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Daniel J. Brams
James H. Hicks*
William H. Pincus
Brian T. Scher

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-03/06/98--01031--010
****122.50 ****122.50

Re: Florida Gateway Telecom, Inc.

PARALEGAL
Robin B. Modlin

Dear Sir:

Enclosed please find our firm check in the amount of \$122.50 which represents your fee for the filing of the enclosed original and one copy of the Articles of Incorporation regarding the above-referenced matter.

Should you have any questions or comments regarding this matter, please do not hesitate to contact me.

Very truly yours,


Daniel J. Brams

DJB/jlp

cc: Carlos Castilla

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
FLORIDA GATEWAY TELECOM, INC.

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DIVISION OF CORPORATIONS
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ARTICLE I
CORPORATE NAME

The name of this corporation is **Florida Gateway Telecom, Inc.**

ARTICLE II
INITIAL PRINCIPAL PLACE OF BUSINESS

The corporation's initial principal place of business shall be 15553 68th Court North, Loxahatchee, Florida 33470.

ARTICLE III
NATURE OF BUSINESS AND POWERS

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

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 200 shares of common stock having par value of \$1.00.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE VI
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Daniel J. Brams, Esquire
1645 Palm Beach Lakes Boulevard
Suite 1050
West Palm Beach, Florida 33401

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII
INITIAL DIRECTOR

The name of the initial director of this Corporation and his street address is:

Dr. Sergio Castilla
5655 Whittier Boulevard
Los Angeles, CA 90022

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and have qualified, whichever comes first.

ARTICLE IX
OFFICERS

The officers of the Corporation shall consist of:

Carlos Castilla - President, Vice President, Secretary and Treasurer

ARTICLE X
INCORPORATOR

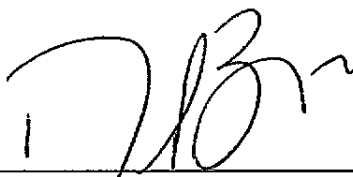
The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Daniel J. Brams, Esquire
HICKS, BRAMS & SCHER
1645 Palm Beach Lakes Boulevard
Suite 1050
West Palm Beach, Florida 33401

ARTICLE XI
AMENDMENT

These 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 stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of March, 1998.

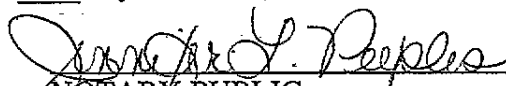


Daniel J. Brams

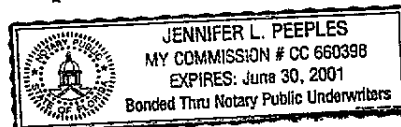
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME personally appeared Daniel J. Brams, to me well known and known to me to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed same for the purposes therein expressed and who produced _____ as identification or who is personally known to me.

WITNESS my hand and official seal this 4th day of March, 1998.



NOTARY PUBLIC
Print Name: Jennifer L. Peeples
State of Florida at Large
My Commission Expires:



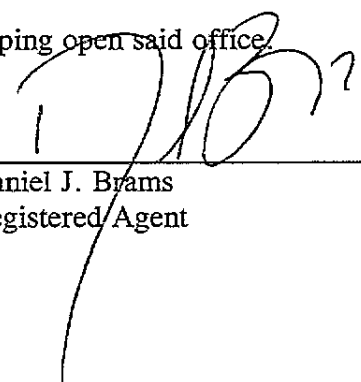
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

Carlos Castilla is desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named Daniel J. Brams, Esquire, at 1645 Palm Beach Lakes Boulevard, Suite 1050, West Palm Beach, Florida 33401, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Daniel J. Brams
Registered Agent

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