

PA8000025433



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 745338 4390271

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : March 18, 1998

ORDER TIME : 10:49 AM

ORDER NO. : 745338-005

CUSTOMER NO: 4390271

CUSTOMER: Ms. Marilyn Kalik
FROMBERG FROMBERG LEWIS &
BRECKER, P.A.
Suite 505
20801 Biscayne Boulevard
Miami, FL 33180-1422

6000002460676--0

DOMESTIC FILING

NAME: UNIVERSAL LEADER
TELECOMMUNICATION RESELLER
ASSOCIATED, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 18 PM 1:50

RECEIVED
98 MAR 18 AM 10:34
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 18 PM 1:50

ARTICLE I - NAME

The name of this corporation is: **UNIVERSAL LEADER TELECOMMUNICATION
RESELLER ASSOCIATED, INC.**

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The principal office address of this corporation is:

c/o Fromberg, Fromberg, Brecker, Slatoff, Beskin, Kornik & Shienvold, P.A.
20801 Biscayne Boulevard, Suite #505
Aventura, FL 33180

ARTICLE III - BEGINNING OF CORPORATION EXISTENCE

The existence of this corporation shall commence on the filing of these Articles of Incorporation and shall continue perpetually unless dissolved according to law.

ARTICLE IV - PURPOSE

The general nature of the business or businesses to be transacted by the corporation is as follows: The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be 10,000,000 shares of Common Stock at \$.001 par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Incorporators or by the Directors at a meeting called for such purposes.

ARTICLES VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

DADE COUNTY CORPORATE AGENTS, INC.
ATTENTION: Michael P. Shienvold, Esq., Vice President
20801 Biscayne Boulevard, Suite #505
Aventura, Florida 33180

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors of not less than two (2) Directors, the exact number of Directors to be fixed by the Bylaws of this corporation. Directors need not be stockholders. The initial Director of this corporation shall be MARCO GELARDINI, who shall hold office until the first meeting of Incorporators of this corporation and until an additional or successor Director(s) is elected and has qualified.

ARTICLE VIII - INCORPORATOR

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

Michael P. Shienvold, Esq.
c/o Fromberg, Fromberg, Brecker, Slatoff, Kornik & Shienvold, P.A.
20801 Biscayne Boulevard, Suite #505
Aventura, FL 33180

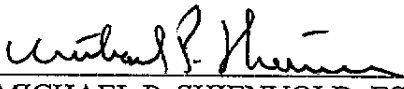
ARTICLE IX - INDEMNIFICATION

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as Officers or Directors of the corporation and each person who serves at the request of the corporation as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him

as a Director or Officer. The corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

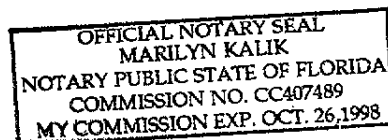
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of MARCH, 1998.


MICHAEL P. SHIENVOLD, ESQ.,
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, on this 17th day of March, 1998, personally appeared MICHAEL P. SHIENVOLD, ESQ., well known by me to be the person described in the foregoing Articles of Incorporation, and who acknowledged, executed and subscribed before me to the same for the purposes therein expressed.


NOTARY PUBLIC
COMMISSION EXPIRES:



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

In compliance with sections 48.091 and 607.0501, Florida statutes, the following is submitted:

First--that **UNIVERSAL LEADER TELECOMMUNICATION RESELLER ASSOCIATED, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Aventura, FL, has named DADE COUNTY CORPORATE AGENTS, INC., Attention: Michael P. Shienvold, Esq., 20801 Biscayne Boulevard, Suite #505, Aventura, FL 33180, as its agent to accept service of process within Florida.



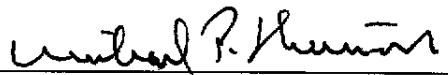
Michael P. Shienvold, Esq.,
Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 18 PM 1:50

Date: March 16, 1998

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, DADE COUNTY CORPORATE AGENTS, INC., hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

DADE COUNTY CORPORATE AGENTS, INC.

By: 
Michael P. Shienvold, Esq.,
Vice President

Date: March 16, 1998