



ACCOUNT NO. : 072100000032

REFERENCE : 758815 4303929

AUTHORIZATION : *Patricia Piguet*

COST LIMIT : \$ 122.50

ORDER DATE : March 27, 1998

ORDER TIME : 12:09 PM

ORDER NO. : 758815-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Yolanda Rodriguez
GREENBERG TRAUIG

1221 Brickell Avenue

Miami, FL 33131

000002471110--3

DOMESTIC FILING

NAME: MAXXTEL HOLDINGS, 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: Christopher Smith

EXAMINER'S INITIALS:

*Cell-
W98-6913*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 27 AM 10:44

RECEIVED
98 MAR 27 PM 1:26
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 27 AM 10:44

March 27, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MAXXTEL HOLDINGS, INC.
Ref. Number: W98000006913

We have received your document for MAXXTEL HOLDINGS, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 798A00016635

RESUBMIT

Please give original
submission date as file date.

RECEIVED
98 MAR 30 AM 9:10
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

MAXXTEL HOLDINGS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 27 AM 10:44

ARTICLE I

The name of the corporation is MAXXTEL HOLDINGS, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 444 Brickell Avenue, Suite 51-411, Miami, Florida 33131.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| <u>Number of Shares Authorized</u> | <u>Par Value Per Share</u> | <u>Class of Stock</u> |
|---|---------------------------------------|----------------------------------|
| 10,000 | \$.01 | Common |

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 1201 Hays Street, Florida, 32301, City of Tallahassee, County of Leon, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors who is to serve as the Corporation's director until his successors are duly elected and qualified is:

Bryan S. Schaffner
444 Brickell Avenue, Suite 51-411
Miami, FL 33131

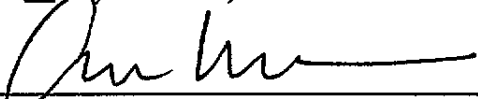
ARTICLE VII

The name of the Incorporator is Christopher M. Nelson and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.


IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 27 day of March, 1998.



Christopher M. Nelson
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of MAXXTEL HOLDINGS, INC. , hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

By: 
_____, Registered Agent

DATED: March, 27 1998.