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Law Offices
SANTIAGO DIEZ, P.A.
Banco Santander Center
Suite 500
1401 Brickell Avenue
Miami, Florida 33131

Tel: (305) 377-4005

Fax: (305) 374-0456

May 20, 1998

Secretary of State
P.O. Box 6327
Tallahassee, Fl. 32314

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*****122.50 *****122.50

Re: ACTION TELECOM FLORIDA, INC.

Dear Sir or Madam:

Enclosed herewith please find original Articles of Incorporation and a copy for the above-referenced company. Enclosed also is a check in the amount of \$ 122.50 for filing fee.

Please return a certified copy of said Articles of Incorporation to us in the enclosed envelope.

Thank you for your attention to this matter.

Very truly yours,

SANTIAGO DIEZ, P.A.

By: _____

Santiago Diez, Esq.

SD/sf
Encl.

FILED
98 MAY 26 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BR 5/28/98

ARTICLES OF INCORPORATION

OF

ACTION TELECOM FLORIDA, INC.

FILED
98 MAY 26 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person do hereby incorporate, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME & PRINCIPAL ADDRESS

The name of this corporation shall be, ACTION TELECOM FLORIDA, INC. The principal office and mailing address of this corporation shall be:

ACTION TELECOM FLORIDA, INC.
1461 Banks Road
Margate, Florida 33063

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any and all lawful activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the earliest day allowable pursuant to Florida law for the commencement of corporate existence.

ARTICLE IV - CAPITAL STOCK

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

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
7,500.00	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of

cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 1401 Brickell Avenue, Suite 500, Miami, FL 33131 with the privilege of having its offices and branch offices at other places within the State of Florida. The initial registered agent at that address shall be Santiago Diez, Esq.. The Board of Directors may from time to time designate such other address and place for the registered office of this corporation as it may see fit.

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND INITIAL OFFICERS

This corporation shall have one (3) directors initially with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders. In addition, the corporation shall have a President, Secretary and a Treasurer to serve as initial officers with the exact number of officers, and their term in office, to be specified in the corporate by-laws. The name and address of the Directors and Officers of the corporation, who shall hold office for the first year or until their successor(s) are duly elected and qualified, or appointed shall be:

<u>Name and title</u>	<u>Address</u>
Chris Holden	1461 Banks Road
President/Director	Margate, FL 33063

Douglas B. Sinclair --- 1461 Banks Road
Director Margate, FL 33063

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared SANTIAGO DIEZ, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 20th day of April, 1998.

Maria C. Barberiz
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



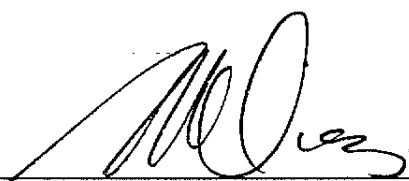
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.**

In compliance with the laws of the State of Florida, the following is submitted:

First, that ACTION TELECOM FLORIDA, INC., desiring to organize under the laws of the State of Florida, has named SANTIAGO DIEZ, ESQ. 1401 Brickell Ave., Suite 500, Miami, Florida 33131 as its statutory registered agent.

ACKNOWLEDGEMENT

Having been made the statutory agent of the above corporation at the place designated in this certificate I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



SANTIAGO DIEZ, ESQ.
Registered Agent

DATED: this 20th day of May, 1998.

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98 MAY 26 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA