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D. ARTHUR YERGEY (OF COUNSEL)
DAVID A. YERGEY, JR.

June 18, 1998

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

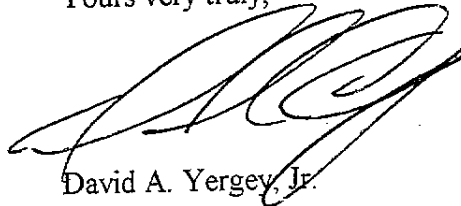
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RE: Millennium Telephone, Inc. and Millennium Agency Group, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation and a check in the amount of \$245.00 which represents the filing fee for the entities to be known as MILLENNIUM TELEPHONE, INC. and MILLENNIUM AGENCY GROUP, INC. Please forward the recorded document to this office. Should you have any questions, please feel free to contact us.

Yours very truly,



David A. Yergey, Jr.

DAYJr:lb
enclosures

Dmc
6/29/98

FILED
98 JUN 26 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MILLENNIUM TELEPHONE, INC.

FILED

98 JUN 26 AM 9:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be:

MILLENNIUM TELEPHONE, INC.

ARTICLE II

This corporation shall have perpetual existence unless dissolved according to law.

ARTICLE III

PURPOSE. The general nature and purpose of the corporation and the purposes proposed to be transacted, promoted and carried out are as follows:

A. Transacting any or all lawful business for which corporations may be incorporated under Florida Statute.

B. To engage in the business of providing telecommunications, equipment, sales and service including, but not limited to providing long distance service and prepaid calling cards.

C. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the accomplishment of the corporation purposes.

D. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furthermore of any of the purposes enumerated in these Articles of Incorporation or any amendment hereof necessary and incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals to carry on any lawful manner, pursuit necessary or incidental to

the accomplishment of the purposes or objects of this corporation.

E. The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE IV

The principal place of business and mailing address of this corporation shall be 1630 S. Orlando Avenue, Maitland, FL 32751.

ARTICLE V

CAPITAL STOCK. The corporation is authorized to issue 1000 shares of capital stock at a par value of \$.01 per share. The same is to be designated as "Common Shares".

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of the corporation is 1630 S. Orlando Avenue, Maitland, FL 32751. The name of the initial registered agent for the Service of Process is MICHAEL GARFIELD. The registered agent of the corporation may be changed at anytime without an amendment of these Articles.

ARTICLE VII

INCORPORATORS

The name and street addresses of the person(s) signing these Articles is:


Michael Garfield, Secretary, Treasurer
1630 S. Orlando Avenue
Maitland, FL 32751

ARTICLE VIII

The business and affairs of the corporation shall be managed by a Board of one or more Directors. The number and composition of which Board shall from time to time be established by the Board of Directors.

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by stockholders, and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

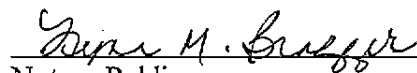
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 18 day of JUNE, 1998.

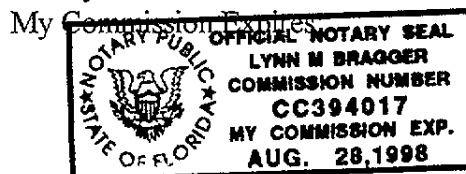
 (Seal)
MICHAEL GARFIELD

STATE OF FLORIDA
COUNTY OF ORANGE

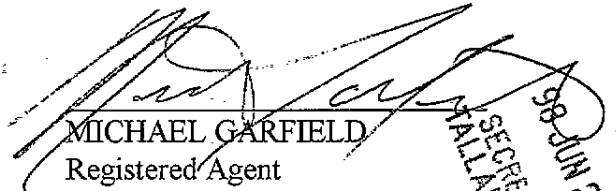
I HEREBY CERTIFY that on this 18th day of June, 1998, before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, this day personally appeared MICHAEL GARFIELD who is/are (a) personally known to me or (b) ✓ who has produced Florida Drivers License as identification and who did/did not take an oath, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the above and foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Orlando, Orange County, Florida, the day and year aforesaid.


Notary Public



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


MICHAEL GARFIELD
Registered Agent

FILED
JUN 26 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA