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American Cabling and Communications

10860 S.W. 138 Street

Miami, Florida 33176

(305) 971-9901

June 30, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 33176

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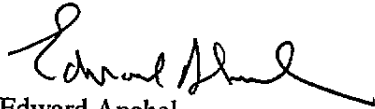
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Dear Sir or Madam:

Enclosed please find an executed set of Articles of Incorporation and a check in the amount of \$122.50 covering the Filing Fee, Certified Copy Fee and Registered Agent Fee for American Cabling and Communications, Inc.

Should you require any additional information, please do not hesitate to contact me.

Very truly yours,



Edward Anchel
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
AMERICAN CABLING AND COMMUNICATIONS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation pursuant to Section 607 of the Florida Corporation Act.

**ARTICLE I
NAME**

The name of the corporation shall be American Cabling and Communications, Inc.

**ARTICLE II
PURPOSE**

The corporation is organized for the transaction of any and all lawful purposes.

**ARTICLE III
ADDRESS**

The principal office and mailing address of the corporation is:

10860 SW 138 Street
Miami, Florida 33176

**ARTICLE IV
AUTHORIZED SHARES**

The corporation shall be authorized to create 500,000 shares of common stock having a par value of \$.001 per share. All shares shall be of the same class and all shareholders shall have unlimited voting rights.

**ARTICLE V
INITIAL REGISTERED AGENT**

The name of the Initial Registered Agent of the corporation is Edward Anchel.

The street address of the Initial Registered Agent is:

10860 SW 138 Street
Miami, Florida 33176

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The corporation shall have two (2) initial directors. The number of directors may increase from time to time as determined by the Board of Directors, but shall never be less than two (2). The names and addresses of the initial directors of the corporation are as follows:

Edward Anchel, 10860 SW 138 Street, Miami, Florida 33176

Charles S. O'Toole III, 11000 SW 82 Avenue, Miami, Florida 33156

**ARTICLE VII
INCORPORATOR**

The name and address of the person signing these Articles is Edward Anchel, 10860 SW 138 Street, Miami, Florida 33176

**ARTICLE VIII
CORPORATE POWERS**

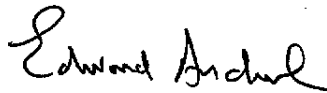
The corporation shall have all of the Corporate Powers enumerated in the Florida General Corporation Act.

**ARTICLE IX
AMENDMENT**

The corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation, and amendments thereof, and any rights conferred upon the shareholders herein to this reservation.

ACKNOWLEDGEMENT

The undersigned subscriber has executed these Articles of Incorporation this 30th day of June, 1998.



Edward Anchel

Having been named as Registered Agent to accept service of process for the above stated corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the Provisions of Florida Statutes Section

48.091 and any amendments thereto, and to comply with the Provisions of all other Statutes related to the proper and complete performance of my duties.

I have hereunto set my hand this 30th day of June, 1998.



Edward Anchel, Initial Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA