ATTORNEYS AT LAW P98000063696

BLAKE, TORRES & MULLER, P.A.

GLENN M. BLAKE, Esq. JUAN F. TORRES III, Esq. GEORGE H. MULLER, Esq.

July 10, 1998

Division of Corporations New Filings Section Secretary of State P.O. Box 6327 Tallahassee, FL 32314 000002591550--5 -07/17/98-01035--015 ******70.00 ******70.00

Re: Intercomm Alliance Corporation

To Whom It May Concern:

Please find enclosed original and one copy of Articles of Incorporation of Intercomm Alliance Corporation for filing, together with our firm's check for \$70.00. Kindly return the duplicate copy to me following filing.

Your cooperation in this matter is appreciated.

Yours truly,

BLAKE, TORRES & MULLER, P.A.

Juan F. Torres, III

JET/dm

Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUL 2 0 1998

ARTICLES OF INCORPORATION

OF

INTERCOMM ALLIANCE CORPORATION

ARTICLE I

The name of the corporation is INTERCOMM ALLIANCE CORPORATION.

ARTICLE II

This corporation shall have perpetual existence, commencing as of the time these ARTICLES are filed by the Department of State, Division of Corporations.

ARTICLE III

This corporation is formed for the purposes of selling alphacom modems and products and to recruit and establish independent distributors of computer and internet products. It shall also be empowered to transact and perform any and all lawful businesses for which corporations may be authorized under the Laws of the State of Florida.

ARTICLE IV

This corporation is authorized to issue Fifty (50) shares of common stock with each share having a par value of One Hundred Dollars (\$100.00).

ARTICLE V

The corporation shall have two directors. The initial directors are:

JUAN F. TORRES, III, 423 Delaware Avenue, Ft. Pierce, FL 34950; RICHARD MELVILLE, 423 Delaware Avenue, Ft. Pierce, Fl 34950.

These directors will serve until the first election of directors, under the provisions set forth in the corporate by-laws to be

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adopted.

ARTICLE VI

The name and address of the person signing the ARTICLES:

JUAN F. TORRES, III, 423 Delaware Avenue, Ft. Pierce, Florida 34950

ARTICLE VII

The address of the initial registered office shall be 423 Delaware Avenue, Ft. Pierce, Florida 34950 and the initial registered agent at that address is JUAN F. TORRES, III.

ARTICLE VIII

The corporation reserves the right to amend or repeal any provisions contained in these ARTICLES or any amendment under the laws of the State of Florida.

IN WITNESS WHEREOF the undersigned subscriber has executed these

ARTICLES OF INCORPORATION this ____

_ day of July, 1998.

JUAN F. TORRES, II

STATE OF FLORIDA

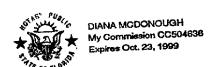
COUNTY OF ST. LUCIE)

SUBSCRIBED AND SWORN TO BEFORE ME this Ob day of July, 1998, by JUAN F. TORRES, III, personally known to me to be the signer hereof.

NOTARY PUBLIC

State of Florida at Large

My Commission Expires:



CERTIFICATE OF REGISTERED AGENT

In compliance with the applicable statutes, the following is submitted:

That INTERCOMM ALLIANCE CORPORATION, desiring to organize under the laws of the State of Florida, with the initial registered/office of the Corporation at 423 Delaware Avenue, Ft. Pierce, Florida 34950, has named JUAN F. TORRES, III, at said address as its agent to accept service of process in the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the aforenamed Corporation, INTERCOMM ALLIANCE CORPORATION, at the place designated in this certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of the law of the State of Florida relative to keeping the designated office open.

JUAN F. TORRES, III, Registered Agent

STATE OF FLORIDA

COUNTY OF ST. LUCIE)

Sworn to and subscribed before me this 10th day of July, 1998, by JUAN F. TORRES, III, known to me to be the person who executed this Acknowledgement.

NOTARY PUBLIC

State of Florida At Large

My Commission Expires:



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SECRETARY OF STATE