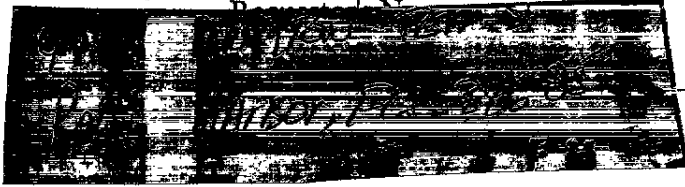


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City/State/Zip

Phone #

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

From the desk of:

A. J. MARTORANO

7/15/98

FLA. DEPT. of CORP.

TO Whom IT MAY CONCERN:

Kindly INCORPORATE re. Enclosed

CORP. NAME-

Thank you

Copy

ie of Status

FILED
98 JUL 20 PM 1:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JUL 21 1998

's Initials

5

ARTICLES OF INCORPORATION
OF
TEL-PLUS COMMUNICATIONS CORPORATION

FILED
98 JUL 20 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 or 617.0501 of the Florida Statutes, this corporation adopts the following Articles of Incorporation:

Article 1. - Name and Principal Office

The name of the corporation shall be TEL-PLUS COMMUNICATIONS CORPORATION, and the principal office address shall be Hodusa Tower, 28870 U. S. Highway 19 N.,Penthouse Suite, Clearwater, Florida 34621-2564. The type of corporation: Close.

Article II. - Purpose

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article III. - CAPITAL STOCK

The amount of capital stock authorized shall consist of 200 shares of common voting stock having no par value per share. The capital stock of the corporation may at any time be increased or decreased as provided by the laws of Florida.

Article IV.- EXISTENCE

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

Article V. - REGISTERED AGENT

The name of the registered agent of this corporation is Andrew Martorao who is located at 28870 U. S. Highway 19 N.,Penthouse Suite, Clearwater, Florida 34621-2564.

Article VI.- OFFICERS AS DIRECTORS

All officers of this corporation may be directors.

Article VII. - OFFICERS AND DIRECTORS

The number of Directors: Two

NICHOLAS J. BRAIA
28870 U.S. Highway 19 N.,
Penthouse Suite
Clearwater, Florida 34621

ANDREW J. MARTORANO
28870 U.S. Highway 19 N.,
Penthouse Suite
Clearwater, Florida 34621

The names and addresses of the Officers of the Corporation are:

President:

ANDREW J. MARTORANO
28870 U.S. Highway 19 N.,
Penthouse Suite
Clearwater, Florida 34621

Secretary /Treasurer:

NICHOLAS J. BRAIA
28870 U.S. Highway 19 N.,
Penthouse Suite
Clearwater, Florida 34621

ARTICLE VIII. - POWERS OF DIRECTORS

The directors shall have the power to hold their meetings and to have one or more corporate offices and keep the books of the corporation, except the original or duplicate stock ledger, outside of the State of Florida, at such place or places as from time to time may be designated by the Bylaws or resolutions of the Board of Directors. Members of the Board of Directors may participate in regular meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE IX. - CORPORATE AUTHORITY TO REDEEM

The Corporation, at its option, shall have the right to redeem or involuntarily reacquire its stock from any shareholder upon vote of a majority of shareholders at book value as determined on the date the shareholders choose as the "valuation date." The Corporation may then redeem or involuntarily reacquire its stock for cash, indebtedness, securities or other property as the Corporation, in its sole discretion, may determine.

ARTICLE X.- INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI.- AMENDMENT

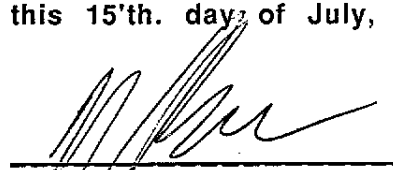
This corporation reserves the right to amend, alter, modify, or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII.- INCORPORATORS

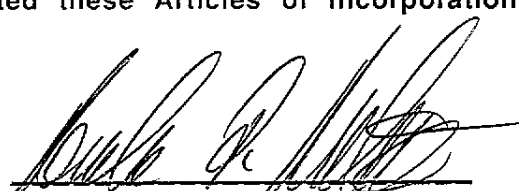
NICHOLAS J. BRAIA
28870 U.S. Highway 19 N.,
Penthouse Suite
Clearwater, Florida 34621

ANDREW J. MARTORANO
28870 U.S. Highway 19 N.,
Penthouse Suite
Clearwater, Florida 34621

The undersigned incorporators have executed these Articles of Incorporation this 15th. day of July, 1998.



NICHOLAS J. BRAIA
28870 U.S. Highway 19 N.,
Penthouse Suite
Clearwater, Florida 34621

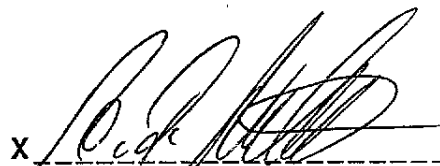


ANDREW J. MARTORANO
28870 U.S. Highway 19 N.,
Penthouse Suite
Clearwater, Florida 34621

Article V. - REGISTERED AGENT

The name of the registered agent of this corporation is Andrew Martorao who is located at 28870 U. S. Highway 19 N.,Penthouse Suite, Clearwater, Florida 34621-2564.

I HEREBY AM FAMILIAR WITH AN ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

X 

A.J. Martorano

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TALLAHASSEE FLORIDA