

DELGADO,
BEFELER,
STARKMAN &
MAGOLNICK, P.A.

GEORGE BEFELER

NationsBankTower
100 Southeast 2nd Street, 37th Floor
Miami, Florida 33131

Telephone (305) 379-8300
Facsimile (305) 379-4404

August 12, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-08/17/98--01015--016
***122.50 ***122.50


RE: CORTEX TELECOM MIAMI, INC.

Gentlemen:

Enclosed are one executed and one conformed copy of the Articles of Incorporation of the above-named company and our check in the amount of \$122.50 representing the filing fee for same.

Very truly yours,

DELGADO, BEFELER, STARKMAN & MAGOLNICK, P.A.


GEORGE BEFELER, ESQ.

Signed in Mr. Befeler's absence to avoid
delay in mailing.

GB:kl

Enclosures

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 17 AM 9:41

D. BROWN AUG 19 1998

ARTICLES OF INCORPORATION
OF
CORTEX TELECOM MIAMI, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is CORTEX TELECOM MIAMI, INC.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE HUNDRED (100) SHARES of capital stock, \$1.00 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation are two (2) and the names and addresses of the persons whom are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Robert Harrison
135 West 52nd Street
New York, New York 10019

Karen McEntyre
1 Place Marie, Bureau 1900
Montreal Quebec H3B2C3

SEVENTH: The name and address of the incorporator is:

Mitchell R. Katz, Esq.
Delgado, Befeler, Starkman & Magolnick, P.A.
100 Southeast 2nd Street, Suite 3700
Miami, Florida 33131

EIGHTH: The name and address of the initial registered agent and the initial registered office are:

Mitchell R. Katz, Esq.
Delgado, Befeler, Starkman & Magolnick, P.A.
100 Southeast 2nd Street, Suite 3700
Miami, Florida 33131

NINTH: The principal office of the corporation is:

1 Place Marie
Bureau 1900
Montreal Quebec H3B2C3

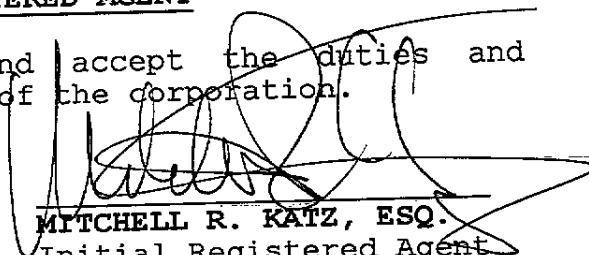
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DATED: August 11, 1998


MITCHELL R. KATZ, ESQ.
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.


MITCHELL R. KATZ, ESQ.
Initial Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

THE FOREGOING instrument was acknowledged before me this 11th day of August, 1998, by MITCHELL R. KATZ, ESQ. who did take an oath and who is personally known to me.


NOTARY PUBLIC, STATE OF
FLORIDA MT LARGE

My commission expires:



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