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THE LAW OFFICES OF
HOLLIE N. MUELLER
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August 18, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-08/20/98-01060-003
****122.50 ****122.50

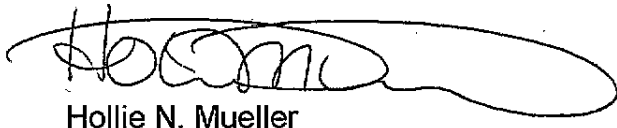
Re: AIRTEL, INC.

Dear Division of Corporations:

Enclosed are two copies of the articles of incorporation and acceptance of designation as registered agent for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the filing fees and a certified copy. Please send the certified copy to the above address in the enclosed envelope.

Thank you for your assistance in this matter.

Sincerely,


Hollie N. Mueller

HNM/rz
enclosures

DNC
8/20/98

FILED
98 AUG 20 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

AIRTEL, INCORPORATED

FILED
98 AUG 20 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE
CORPORATE NAME

The name of this corporation shall be AIRTEL, INCORPORATED

ARTICLE TWO
PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be:

1040 Marble Way
Boca Raton, FL 33432

ARTICLE THREE
CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000). Par Value for all shares shall be one dollar (\$1.00).

ARTICLE FOUR
INITIAL REGISTERED AGENT & OFFICE

The name and address of the initial Registered Agent shall be:

KENNETH M. KRASSY

1040 Marble Way
Boca Raton, FL 33442

**ARTICLE FIVE
INCORPORATOR**

The name and street address of the Incorporator to these articles of incorporation are:

KENNETH M. KRASSY
1040 Marble Way
Boca Raton, FL 33442

**ARTICLE SIX
INITIAL DIRECTORS & OFFICERS**

The initial PRESIDENT shall be:

KENNETH M. KRASSY
1040 Marble Way
Boca Raton, FL 33432

The initial VICE PRESIDENT shall be:

SUSAN P. KRASSY
1040 Marble Way
Boca Raton, FL 33432

**ARTICLE SEVEN
STOCK REDEMPTION**

All issued shares are redeemable at par value.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of

incorporation on this 18th day of August, 1998.



KENNETH M. KRASSY

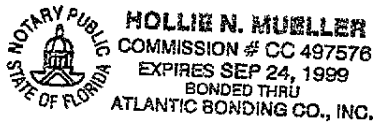
STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

THE FOREGOING instrument was acknowledged and sworn to before me on this 18th
day of August, 1998 by KENNETH M. KRASSY of AIRTEL, INC.

Notary Public



My Commission Expires:



IN RE: *AIRTEL, INCORPORATED*

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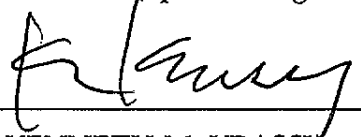
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is *AIRTEL, INCORPORATED*
2. The name of the registered agent is KENNETH M. KRASSY.
3. The address of the registered agent's office:
1040 Marble Way
Boca Raton, FL 33432

Acceptance

I hereby accept the appointment as registered agent and agree to act in this capacity. Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


By: KENNETH M. KRASSY

8/18/98
Date