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To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

KEY TELCOM ASSOCIATES, INC.

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ARTICLES OF INCORPORATION

OF

KEY TELCOM ASSOCIATES, INC.

The undersigned Incorporator, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

Key Telcom Associates, Inc.

ARTICLE II - MAILING ADDRESS OF CORPORATION

The mailing address of the corporation shall be:

First Union Financial Center
200 South Biscayne Boulevard
Suite 5400
Miami, Florida 33131

ARTICLE III - TERM AND COMMENCEMENT

This corporation is to exist perpetually. This corporation shall commence to exist on September 15, 1998.

ARTICLE IV - PURPOSE OF CORPORATION

The corporation may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida and of the United States.

Prepared by:
Bruce E. Lazar
2901 Collins Avenue
Miami Beach, Florida 33140
(305) 535-8118

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares of common stock having a par value of Ten cent (\$.10) per share.

**ARTICLE VI - NAME OF REGISTERED AGENT
AND ADDRESS OF REGISTERED OFFICE**

The street address of the corporation's initial registered office shall be 2901 Collins Avenue, Miami Beach, Florida 33140. The name of the corporation's initial registered agent at such address is: Bruce E. Lazar

ARTICLE VII INCORPORATOR

The name and address of each incorporator is:


Bruce E. Lazar
2901 Collins Avenue
Miami Beach, Florida 33140

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote or shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to actions in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and

personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

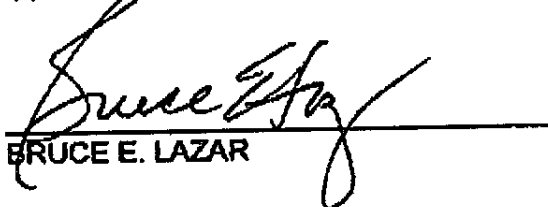
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15 day of September 1998.



BRUCE E. LAZAR

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts appointment as the initial registered agent of the above corporation.



BRUCE E. LAZAR

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