

11/06/98

FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: ONDIS TELEPHONICS, INC.

AUDIT NUMBER.....H98000020424

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 3, 1998

EMPIRE

SUBJECT: ONDIS TELEPHONICS, INC.
REF: W98000024905

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H98000020424
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ARTICLES OF INCORPORATION
OF
ONDIS TELEPHONICS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation¹.

ARTICLE I: NAME

The name of the corporation is: Ondis Telephonics, Inc. (the "Corporation").

ARTICLE II: PRINCIPAL OFFICE

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

21385 Marina Cove Circle - Suite 15E
Aventura, Florida 33180

ARTICLE III: PURPOSE

The purposes for which the Corporation is organized are as follows:

1. Primarily engage in business as a corporation;
2. To engage generally in business as the same is now or hereafter defined by statute, rule and regulation, and in connection therewith to own property, to enter into contracts, and to transact any lawful business related thereto;
3. Install and deploy Virtual Private Networks (VPN's) with Remote Access Servers (RAS) in order to provide alternative telephony services to customers, such as voice, fax, call centers and unified messaging mailboxes;

Sheryl E. Berkowitz, Esq.
520 West Hallandale Beach Blvd.
Hallandale, Florida 33009
Tel: (954) 456-2488
Fax: (954) 456-2588
Florida Bar # 0611440

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4. Engage in consulting, integrating, training and reselling Internet telephony equipment, applications and services to corporations and individuals. Reselling and exporting computer telephony equipment and services (CTI);
5. To engage in such other business as may be authorized or permitted by Chapter 607 of the Florida Statutes;
6. Or, otherwise engaging in any activities or business permitted under federal or state laws.

ARTICLE IV: CAPITAL STOCK

The aggregate number of shares of stock which the Corporation is authorized to issue is 1,000 shares of Common Stock, par value \$ 1.00 per share.

ARTICLE V: INITIAL CAPITAL

The amount of stated capital with which the Corporation shall begin business is Eighteen Dollars (\$ 18.00).

ARTICLE VI: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Sheryl E. Berkowitz
Attorney At Law
520 West Hallandale Beach Blvd.
Hallandale, Florida 33009
Tel: (954) 456-2488
Fax: (954) 456-2588

ARTICLE VII: BOARD OF DIRECTOR(S)

The Corporation shall initially have two directors, which number may be increased or decreased pursuant to the bylaws of the Corporation, but shall never be fewer than one. The name and address of the initial board of directors be:

Yacov Fischzang
21385 Marina Cove Circle 15E
Aventura, Florida 33180

Alberto Fischzang
3470 Pinewalk Drive North - Apt. 225
Margate, Florida 33063

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ARTICLE VIII: OFFICER(S)

The name, title and address of the officers of this Corporation shall be:

Yacov Fischzang
President and Treasurer
21385 Marina Cove Circle 15E
Aventura, Florida 33180

Alberto Fischzang
Vice-President and Secretary
3470 Pinewalk Drive North - Apt. 225
Margate, Florida 33063

ARTICLE IX: DURATION

The duration of the Corporation shall be perpetual.

ARTICLE X: INCORPORATOR(S)

The name and address of the incorporator(s) to these Articles of Incorporation shall be:

Yacov Fischzang
21385 Marina Cove Circle 15E
Aventura, Florida 33180

In witness thereof, the undersigned has executed these Articles of Incorporation this 2nd day of November, 1998.

By: 
Yacov Fischzang
Incorporator

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+198000020424

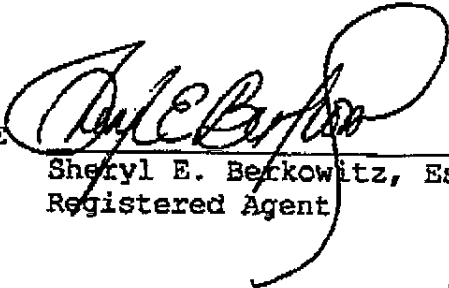
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, 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.

First that ONDIS TELEPHONICS, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named Sheryl E. Berkowitz, Esq. located at Hallandale, County of Broward, State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER 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.

SIGNATURE


Sheryl E. Berkowitz, Esq.
Registered Agent

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TALLAHASSEE, FLORIDA

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