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October 28, 1998

Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

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-11/02/98-01092-015  
\*\*\*\*157.50 \*\*\*\*\*78.75

1-CC

Subj: Incorporation of IXC TELECOM, INC.

Dear Sir or Madam:

Enclosed please find the following:

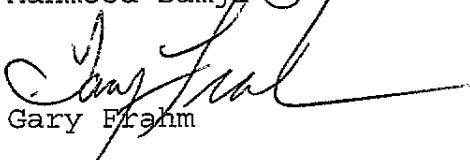
1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus, Melbourne, FL 32901, (407) 729-6399.

Thank you for your assistance in this matter.

Sincerely,

  
Mahmood Samji

  
Gary Frahm

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV -2 AM 8:06

B. BROCK NOV 5 1998

ARTICLES OF INCORPORATION  
OF  
IXC TELECOM, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV -2 AM 8:06

ARTICLE I. NAME

The name of this corporation is IXC TELECOM, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States, the State of Florida, and any other state, county, territory or nation.

ARTICLE IV. POWERS

This corporation shall have the powers given to it by the laws of the State of Florida, now and hereafter, which powers enumerated herein shall not be construed as a limitation upon the powers of the Corporation.

ARTICLE V. CAPITOL STOCK

This corporation is authorized to issue 100,000 shares of \$.01 par value common stock, which shall be designated "common shares".

#### ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 103 E. Nelson Ave., Melbourne, FL 32935 and the name of the initial registered agent of this corporation at that address is GARY FRAHM.

#### ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than two. The names and addresses of the initial directors of this corporation are:

MAHMOOD SAMJI  
1240 Bard Lane  
Palm Bay, FL 32905

GARY FRAHM  
101 E. Nelson Avenue  
Melbourne FL 32935

#### ARTICLE IX. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 103 E. Nelson Avenue, Melbourne FL 32935 and the mailing

address of the corporation is 103 E. Nelson Avenue, Melbourne  
FL 32935.

#### ARTICLE X. INCORPORATORS

The names and addresses of the persons signing these  
articles are:

MAHMOOD SAMJI  
1240 Bard Lane  
Palm Bay, FL 32905

GARY FRAHM  
101 E. Nelson Avenue  
Melbourne FL 32935

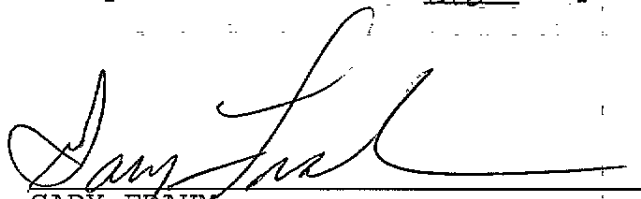
#### ARTICLE XI. INDEMNIFICATION

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

#### ARTICLE XII. AMENDMENTS

This corporation reserves the right to amend or repeal  
any provision contained in these Articles of Incorporation,  
or any amendment hereto, by a majority vote of the Board of  
Directors, and any right conferred upon the shareholders is  
subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has  
executed these articles of incorporation on this 28<sup>th</sup> day of  
October, 1998.

  
GARY FRAHM

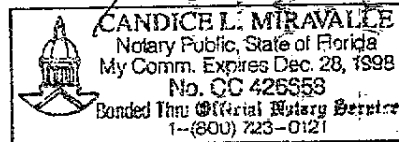
Mahmood Samji  
MAHMOOD SAMJI

STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared GARY FRAHM and MAHMOOD SAMJI, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 28<sup>th</sup> day of October, 1998.

Candice L. Miravalle  
Notary Public



Mahmood - F20/p

Gary - Passport A359525

DESIGNATION  
AS  
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted:

That IXC TELECOM, INC, desiring to organize under the laws of the State of Florida, with its principal office at 103 E. Nelson Ave., Melbourne, Brevard County, Florida 32935, has named GARY FRAHM, located at 101 E. Nelson Ave., Melbourne, Florida 32935, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

  
GARY FRAHM  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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