



Systems Communications, Inc.

November 18, 1998

Division of Corporations
Department of State - Florida
P.O. Box 6327
Tallahassee, FL 32314

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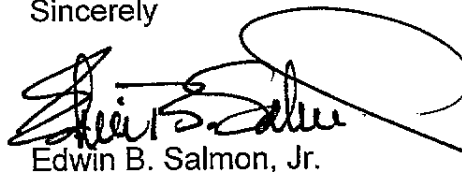
RE: Ameritel Communications Systems, Inc.
a Florida Corporation
Articles of Incorporation

Dear Sir or Madam:

Enclosed please find two executed originals of the Articles of Incorporation Inc. of the above-referenced new, for profit corporation and a cashier's or official check for the filing fee and registered agents fee in the aggregate amount of \$125.00. Please file the Articles and return one original showing the Division's filing stamp to the undersigned for the company records.

If you should have any questions, please do not hesitate to call Jackson L. Morris, the company attorney, at (813) 874-8854.

Sincerely


Edwin B. Salmon, Jr.

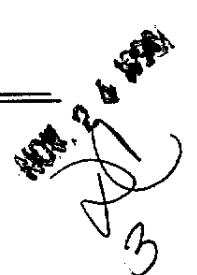
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures: 2


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**ARTICLES OF INCORPORATION
OF**

AMERITEL COMMUNICATIONS SYSTEMS, INC.

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607, Fla. Stat., the Florida Business Corporation Act, hereby states the following:

ARTICLE I - NAME AND ADDRESS

Section 1. The name of the Corporation shall be Ameritel Communications Systems, Inc.

Section 2. The initial principal office and the initial mailing address of the Corporation shall be Suite 107, 4707 140th Street, Clearwater, Florida 33762.

ARTICLE II - DURATION

The Corporation shall have perpetual existence beginning on the date these Articles are filed in the Office of the Secretary of State.

ARTICLE III - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be Sixty Million (60,000,000) Shares divided into Fifty Million (50,000,000) Shares of Common Stock, par value \$.001 per share, Five Million (5,000,000) Shares of Class A Preferred Stock and Five Million (5,000,000) Shares of Class B Preferred Stock; provided, that before any shares of the Preferred Stock are issued, the Articles of Incorporation of the Corporation, as amended, shall be further amended by the vote or approval of the board of directors (without the need for a vote or approval of the stockholders) to set forth the further designations, relative rights, limitations, preferences and other features of such shares as permitted by Florida law.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 3. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the stockholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the stockholders may be altered, amended or repealed by the other group; provided, however, that any Bylaw adopted by the stockholders may provide that it shall be altered, amended, or repealed only by the stockholders.

ARTICLE VII - REGISTERED OFFICE AND AGENT

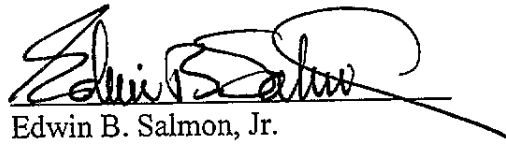
Section 1. The street address of the initial registered office of the Corporation shall be Suite 107, 4707 140th Street, Clearwater, Florida 33762.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be Edwin B. Salmon, Jr..

ARTICLE VIII - INCORPORATOR

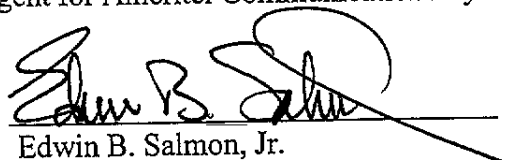
The name and address of the incorporator is Edwin B. Salmon, Jr., Suite 107, 4707 140th Street, Clearwater, Florida 33762.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on November 18, 1998.


Edwin B. Salmon, Jr.

ACCEPTANCE BY REGISTERED AGENT

I hereby accept to act as initial Registered Agent for Ameritel Communications Systems, Inc., as stated in these Articles of Incorporation.


Edwin B. Salmon, Jr.

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TALLAHASSEE FLORIDA