

999000009909



ACCOUNT NO. : 072100000032

REFERENCE : 117196 4303929

AUTHORIZATION : Patricia Pizeto

COST LIMIT : \$ 78.75

ORDER DATE : January 29, 1999

ORDER TIME : 11:10 AM

ORDER NO. : 117196-005

700002758607--5

CUSTOMER NO: 4303929

CUSTOMER: Ms. Stephanie C. Johnson
GREENBERG TRAURIG
GREENBERG TRAURIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: DEBIT ONE COMMUNICATIONS, INC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

509.192
W99-2415

EXAMINER'S INITIALS:

JP
2/1/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 29 PM 4:26

DIVISION OF CORPORATION

99 JAN 29 AM 11:25

RECEIVED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 29 PM 4: 26

January 29, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: DEBIT ONE COMMUNICATIONS, INC.
Ref. Number: W99000002415

RESUBMIT

Please give original
submission date as file date.

We have received your document for DEBIT ONE COMMUNICATIONS, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

Please list the street address of each officer/director. If the officer/director does not have a street address, list a P.O. Box and write (N/A) beside the box number.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 099A00004163

RECEIVED
99 FEB -1 PM 12:15
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
DEBIT ONE COMMUNICATIONS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 29 PM 4:26

ARTICLE I

The name of the corporation is DEBIT ONE COMMUNICATIONS, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 444 Brickell Avenue, Miami, Florida 33131.

ARTICLE III

This Corporation shall have authority to issue One Million (1,000,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (3), and the names of the members of the initial Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified are:

Andrew Taplin	444 Brickell Avenue, Miami, Florida 33131
Evan B. Phillip	Same as above
Richard Militelo	Same as above

ARTICLE VII

The name of the Incorporator is Jason Meek and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 28th day of January, 1999.



Jason Meek, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of DEBIT ONE COMMUNICATIONS, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY



Agent for the Registered Agent

Dated: January 29, 1999

FILED
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DIVISION OF CORPORATIONS
99 JAN 29 PM 4: 26