

JOHN P. MILLER, C. P. A., P. A.

Certified Public Accountant

P990000009962

January 27th, 1999

2499 Glades Road, Suite 305A
Boca Raton, Florida 33431
Palm Beach: (561) 368-9777
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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
Phone: 850-488-9000

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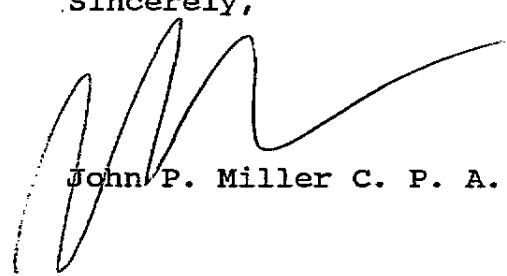
Gentlemen:

Enclosed please find the articles of incorporation for Ferrante Communications, Inc. along with a copy of the articles and a check for \$70.00 payable to the Secretary of State for the registration fee.

Please process the enclosed articles of incorporation at your earliest convenience and return the file stamped copy of the articles of incorporation to me.

If you have any questions, you can reach me at 561-368-9777.

Sincerely,


John P. Miller C. P. A.

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

of

FERRANTE COMMUNICATIONS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of the corporation shall be:

FERRANTE COMMUNICATIONS, INC.

ARTICLE II - PRINCIPAL OFFICE

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

Ferrante Communications, Inc.
18900 La Costa Lane
Boca Raton, FL 33496

ARTICLE III - DURATION

This corporation shall exist perpetually unless dissolved by Florida Law.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

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ARTICLE V - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred (100) Shares of One Dollar (\$1.00)
Par Value Common Stock.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial Registered Agent of this Corporation is:

Frank Ferrante
18900 La Costa Lane
Boca Raton, FL 33496

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is as follows:

Frank Ferrante
18900 La Costa Lane
Boca Raton, FL 33496

ARTICLE IX -- OFFICERS AND DIRECTORS

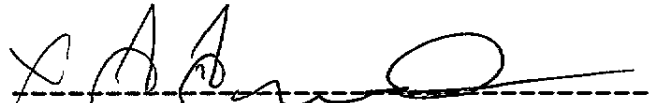
The names, addresses, and titles of the corporate officers is as follows:

Frank Ferrante, President
18900 La Costa Lane
Boca Raton, FL 33496

The names, addresses, and titles of the corporate directors is as follows:

Frank Ferrante, Director
18900 La Costa Lane
Boca Raton, FL 33496

The undersigned has executed these Articles of Incorporation
this twelfth day of January, 1999.



Frank Ferrante, President/Director

CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

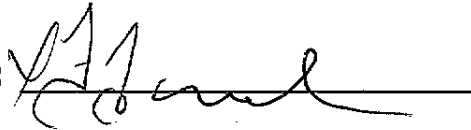
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is Ferrante Communications, Inc.

2. The name and address of the registered agent and office is:

Frank Ferrante
18900 La Costa Lane
Boca Raton, FL 33496

SIGNATURE

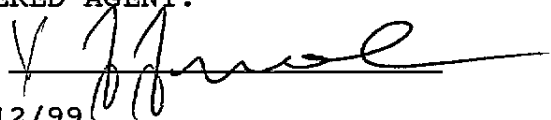


TITLE: President/Director

DATE: 01/12/99

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE: 01/12/99

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