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Division of Corporations
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To: Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

XTEL, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
XTEL, INC.

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

ARTICLE I NAME

The name of the corporation shall be:

XTEL, INC.

ARTICLE II PRINCIPAL OFFICE

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

1250 E. Hallandale Beach Boulevard, Suite 1002, Hallandale, Florida 33009.

ARTICLE III CAPITAL STOCK

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

1000

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Alex P. Rosenthal, Esq.
Reimer & Rosenthal LLP
3801 Hollywood Blvd., Suite 350
Hollywood, Florida 33021

ARTICLES PREPARED BY:

Alex P. Rosenthal, Esq.
Reimer & Rosenthal LLP
3801 Hollywood Blvd., Suite 350
Hollywood, Florida 33021

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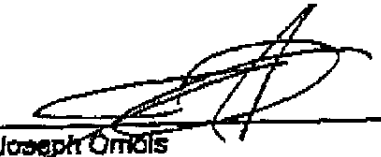
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ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to
these Articles of Incorporation is(are):

Joseph Omols
1250 E. Hallandale Beach Boulevard
Suite 1002
Hallandale, Florida 33009.

The undersigned has (have) executed these Articles of Incorporation this 12th day
of February, 1999.


Joseph Omols

ARTICLES PREPARED BY:

Alex P. Rosenthal, Esq.
Reimer & Rosenthal LLP
3801 Hollywood Blvd., Suite 350
Hollywood, Florida 33021

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**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.

1. The name of the corporation is:
XTEL, INC.
2. The name and address of the registered agent and office is:

Alex P. Rosenthal, Esq.
Reimer & Rosenthal LLP
3801 Hollywood Blvd., Suite 350
Hollywood, Florida 33021

SIGNATURE

Joseph Omols

TITLE: President

DATE: February 12, 1999

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Alex P. Rosenthal, Esq.

DATE

2/12/99

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TALLAHASSEE, FLORIDA

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ARTICLES PREPARED BY:

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