

MARK J. ALBRECHTA

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February 24, 1999

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

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-02/26/99--01049--007
*****70.00 *****70.00

RE: Proposed Incorporation of Intelcom 2000 Corp.
Office No.: 99-010

Gentleperson:

I have enclosed the original and one(1) copy of the Articles of Incorporation for the above-named proposed Florida Corporation. I have also enclosed my firm's check in the amount of \$70.00 representing payment of the following:

Filing Fees	\$35.00
Registered Agent Designation Fee	\$35.00

Please file the enclosed Articles and return an uncertified copy to the undersigned.

Thank you for your assistance in this matter.

Sincerely,

Mark J. Albrechta

MARK J. ALBRECHTA

Attorney-at-law

MJA/pra

Enclosure: Article of Incorporation
Check # 1138

cc: Client

F. CHESLER

MAR 2 1999



ARTICLES OF INCORPORATION

OF

INTELECOM 2000 CORP.

The undersigned acting as incorporator of a corporation for profit under the Florida Law adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME AND PRINCIPAL OFFICE

The name of the Corporation is INTELECOM 2000 CORP. The principal place of business is Hillsborough County; the mailing address shall be: 5445 Mariner Street, Suite 208, Tampa, Florida 33609.

ARTICLE II. DURATION

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE III. PURPOSE

The general nature of the business to be transacted by the Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100,000 shares of common stock having a no par value per share.

The shares of the Corporation are not to be divided into classes.

The Corporation is not authorized to issue shares in series.

ARTICLE V. PRE-EMPTIVE RIGHTS

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

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 5445 Mariner Street, Suite 208, Tampa, Florida 33609, and the name of the initial registered agent of this Corporation at that address is: DIANA BUCCI. This address is the same as the mailing address of the corporation.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) director initially. The number of directors may be increased or diminished from time to time by the BY-LAWS, but shall never be less than one (1). The Board of Directors must be residents of the State of Florida and shareholders of this Corporation. The name and address of the initial Director of this Corporation is: ROCCO BUCCI, who resides at 344 7th Street North, #3, St. Petersburg, Florida 33701, AL SHARIATI, who resides at 14512 Embassy Lane, Tampa, Florida 33613, and DIANA BUCCI, who resides at 344 7th Street North, #3, St. Petersburg, Florida 33701.

FILED
99 FEB 26 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII. INCORPORATORS

The name and address of the person signing these Articles of Incorporation is: ROCCO BUCCI, who resides at, 344 7th Street North, #3, St. Petersburg, Florida 33701.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend, or repeal the By-Laws of this Corporation shall be vested in the Board of Directors and the Shareholders of the Corporation.

ARTICLE X. SHAREHOLDER ACTION

Three-fourths (3/4) of the stockholders of the Corporation shall be required for any shareholder action.

The shareholders shall have the power to adopt, amend, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than three-fourths (3/4) vote of the common stock.

IN WITNESS WHEREOF, the undersigned has made and subscribed of the Articles of Incorporation at Tampa, Hillsborough County, Florida, on the 24 day of FEB, 19 99.


ROCCO BUCCI
INCORPORATOR

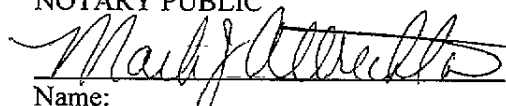
STATE OF FLORIDA


COUNTY OF HILLSBOROUGH

BEFORE ME THE UNDERSIGNED AUTHORITY, personally appeared ROCCO BUCCI, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same of the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Tampa, Hillsborough County, Florida, this 24th day of February, 1999.

NOTARY PUBLIC


Name:
My Commission Expires:
My Commission No. Is:

 Mark J. Albrecht
My Commission CC704705
Expires December 25 2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA, NAMING THE REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED PURSUANT
TO SECTION 607.0501, FLORIDA STATUTES 1997.

Pursuant to Section 607.0501, Florida Statutes, 1997, the following is submitted, in compliance with the Florida General Corporation Act:

First - That INTELECOM 2000 CORP., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the city of Tampa, County of Hillsborough, State of Florida, has named DIANA BUCCI located at 5445 Mariner Street, Suite 208, Tampa, Florida 33609, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.

Diana Bucci
DIANA BUCCI
Registered Agent for
INTELECOM 2000 CORP.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

SUBSCRIBED AND SWORN TO BEFORE ME, the undersigned authority this 23rd day of February, 1999, at Tampa, Hillsborough County, Florida.

NOTARY PUBLIC

Catherine J Rodgers
Name: CATHERINE J RODGERS
My Commission Expires: Jan 16, 2001
My Commission No. Is: 02614202

