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Lawrence John Miano, P.A.

Attorney & Counselor at Law

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MEMBER
FLORIDA, NEW YORK
& WASHINGTON, D.C.
BAR ASSOCIATIONS

REPUBLIC TOWER - SUITE 1920
110 SOUTHEAST 6th STREET
FORT LAUDERDALE, FLORIDA 33301
TELEPHONE (954) 463-3665

March 31, 1999

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

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*****78.75 *****78.75

RE: Goodman Telecommunications, Inc.

Dear Sir:

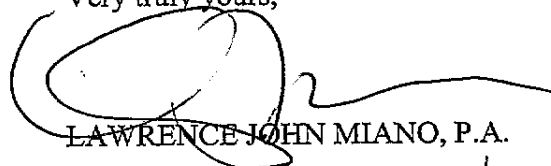
Enclosed please find the following:

1. Original Articles of Incorporation of Goodman Telecommunications, Inc.
2. Original Designation and Acceptance of Registered Agent of Goodman Telecommunications, Inc.
3. Check in the amount of \$78.75 made payable to Secretary of State.
4. Two copies of Articles of Incorporation and two copies of Designation of Acceptance of Registered Agent of Goodman Telecommunications, Inc.

Please file original articles and forward filed copy back to my office in the enclosed self-stamped addressed envelope.

Thank you for your cooperation with regard to this matter.

Very truly yours,


LAWRENCE JOHN MIANO, P.A.

LJM:dm
Encls.

PH
4/7/99✓

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99 APR -2 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GOODMAN TELECOMMUNICATIONS, INC.

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation is **GOODMAN TELECOMMUNICATIONS, INC.**

ARTICLE II

This corporation may engage in any activity of business permitted under the laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each share having the par value of \$5.00 per share.

ARTICLE IV

The amount of capital with which this corporation shall begin business is \$500.00.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office of this corporation is: 110 S.E. 6th Street, Suite 1920, Fort Lauderdale, Florida 33301.

ARTICLE VII

The corporation shall have FOUR director(s) initially, whose names and street addresses are as follows:

Barney Goodman, 11243 Model Circle West, Boca Raton, Florida 33428

Marianne Goodman, 11243 Model Circle West, Boca Raton, Florida 33428

Eugenia Jones, 10805 Jennifer Lane, Boca Raton, Florida 33428

Kenneth Jones, 10805 Jennifer Lane, Boca Raton, Florida 33428

ARTICLE VIII

The names and street addresses of the subscribers to these Articles of Incorporation are as follows:

Barney Goodman, 11243 Model Circle West, Boca Raton, Florida 33428

Marianne Goodman, 11243 Model Circle West, Boca Raton, Florida 33428

Eugenia Jones, 10805 Jennifer Lane, Boca Raton, Florida 33428

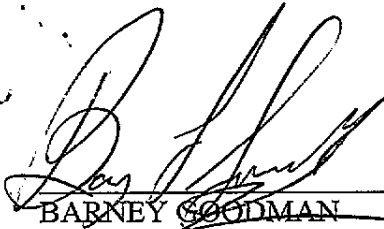
Kenneth Jones, 10805 Jennifer Lane, Boca Raton, Florida 33428

ARTICLE IX

The name and address of the Registered Agent of this corporation is as follows:

**Lawrence John Miano, P.A.
110 S.E. 6th Street, Ste. 1920
Ft. Lauderdale, Florida 33301**

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 17th day of March, 1999.


BARNEY GOODMAN


MARIANNE GOODMAN


EUGENIA JONES

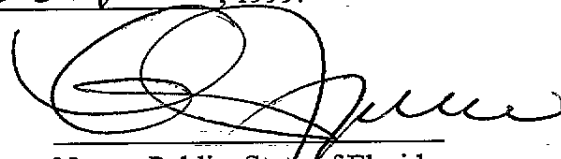

KENNETH JONES

STATE OF FLORIDA)
)§
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set for the above, personally appeared BARNEY GOODMAN, MARIANNE GOODMAN, EUGENIA JONES and KENNETH JONES known to me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County aforesaid this 17th day of March, 1999.

My Commission Expires:


Notary Public, State of Florida
LAWRENCE JOHN MIANO



Lawrence John Miano
MY COMMISSION # CC714857 EXPIRES
February 14, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statute §607.0501, 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:

The name of the corporation is: **GOODMAN TELECOMMUNICATIONS, INC.**

The name of the Registered Agent is: **LAWRENCE JOHN MIANO, P.A.**

The address of the Registered Agent/registered office is:

**110 S.E. 6th Street, Ste. 1920
Fort Lauderdale, FL 33301**

ACCEPTANCE

Having been named as Registered Agent and designated to accept service of process for the above corporation, I hereby accept this 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.



**LAWRENCE JOHN MIANO, P.A.
Registered Agent for
GOODMAN TELECOMMUNICATIONS,
INC.**