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AND NEW YORK
** ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND PENNSYLVANIA

April 22, 1999

Via Federal Express #811298863294

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Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: VoIP Connections, Corp.

Dear Sir/Madam:

Enclosed please find our law firm's check in the amount of \$78.75 representing the filing fee for the enclosed Articles of Incorporation and Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served, on the above named Corporation.

Kindly process same and return the Articles in the enclosed self-addressed stamped envelope provided for your convenience. Thank you in advance.

Very truly yours,



Michael I. Kotler

MIK/snr
Enclosures

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 26 PM 3:41

APR 28 1999

ARTICLES OF INCORPORATION

OF

VoIP CONNECTIONS CORP.

ARTICLE I

NAME

The name of this Corporation is

VoIP CONNECTIONS CORP.

ARTICLE II

PURPOSE

This Corporation is organized for the following purposes:

1. To own and operate a telecommunications business.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this Corporation is 376 NW 171st Street, North Miami, Florida 33169. The initial Registered Agent of this Corporation is STEVEN J. HOWELL with his address at 376 NW 171st Street, North Miami, Florida 33169. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors, initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one(1). The name and address of the initial Directors of this Corporation are:

STEVEN J. HOWELL 376 NW 171st Street, North Miami, Florida 33169

MICHAEL J. ROGERS 376 NW 171st Street, North Miami, Florida 33169

ARTICLE VII

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles is:

STEVEN J. HOWELL
376 NW 171st Street
North Miami, Florida 33169

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of April, 1999.



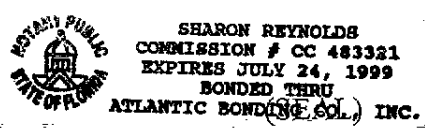
STEVEN J. HOWELL

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

Sworn to and subscribed before me this 21st day of April, 1999, by STEVEN J. HOWELL, who is personally known to me (or who has produced _____ as identification) and who did take an oath.



Notary Public, State of Florida



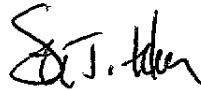
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That **VoIP CONNECTIONS CORP.**, is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of **North Miami**, County of **Dade**, State of **Florida** has named **STEVEN J. HOWELL**, located at **376 NW 171st Street, North Miami, Florida 33169**, its 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 provision of said act relative to keeping open said office.



STEVEN J. HOWELL
(Registered Agent)