

Law Office of  
**RUSH & MANOOGIAN, P.A.**

*Christopher J. Rush*  
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Employment Law  
Trial Practice

**P99000051239**

May 25, 1999

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

Re: Optimum Telecommunication Group, Inc.

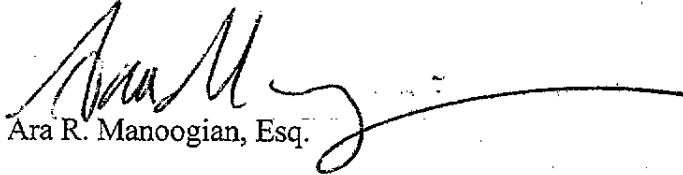
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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madam:

Enclosed herewith for filing please find the original and one (1) copy of Articles of Incorporation for Optimum Telecommunication Group, Inc., together with our check in the amount of \$78.75 as your fee for filing same. We would appreciate your forwarding to us a copy of the Articles once they have been filed with the State.

Thank you for your cooperation and assistance in this matter.

Very truly yours,

  
Ara R. Manoogian, Esq.

ARM:kkm  
Enclosures

FILED  
99 JUN -2 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. SMITH JUN 07 1999

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
OPTIMUM TELECOMMUNICATION GROUP, INC.

ARTICLE I

NAME

The name of this Corporation is OPTIMUM TELECOMMUNICATION GROUP, INC.

ARTICLE 2

DURATION

The period of duration of this Corporation is perpetual.

ARTICLE 3

PURPOSES AND POWERS

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE 4

CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, having a par value of One Dollar (\$1.00) per share.

## ARTICLE 5

### PRE-EMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series at that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

## ARTICLE 6

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2240 Woolbright Road, Suite 412, Boynton Beach, Florida 33426 and the name of the initial registered agent of this Corporation at that address is Ara R. Manoogian.

## ARTICLE 7

### DATA RESPECTING DIRECTORS

#### 7.1 Initial Board of Directors

The initial Board of Directors shall consist of one (1) member, who need not be a resident of the State of Florida or stockholder of the Corporation. The initial Board of Directors shall hold the organizational meeting of the Corporation.

#### 7.2 Names and Address

The name and address of the member of the initial Board of Directors who shall serve until the first annual meeting of the

stockholders, or until successors shall have been elected and qualified, is:

Aram Michael Toroyan  
6550 North Federal Highway  
Ft. Lauderdale, FL 33308

### 7.3 Increase or Decrease of Directors

The number of Directors may be increased or decreased from time to time by amendment of the By-Laws, but not decrease shall have the effect of shortening the term of any incumbent Directors.

## ARTICLE 8

### INCORPORATION AND PRINCIPAL PLACE OF BUSINESS

The name and address of the person signing these Articles of Incorporation is Aram Michael Toroyan, 6550 North Federal Highway, Ft. Lauderdale, FL 33308. The principal place of business of the corporation is 6550 North Federal Highway, Ft. Lauderdale, FL 33308.

## ARTICLE 9

### CUMULATIVE VOTING

At each election for Directors, every stockholder entitled to vote at such election shall have the right to cumulate his

votes by giving one (1) candidate as many votes as the number of Directors to be elected at that time, multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

#### ARTICLE 10

##### ACTION BY DIRECTORS AND STOCKHOLDERS WITHOUT A MEETING

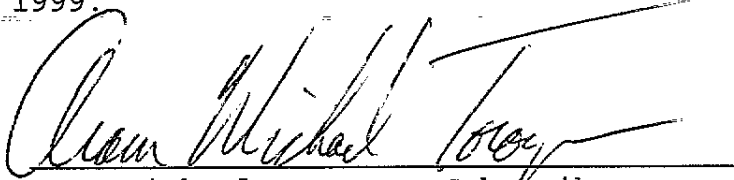
The Directors and Stockholders of this Corporation may take action by written consent, as provided by law and the By-Laws of this Corporation.

#### ARTICLE 11

##### AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

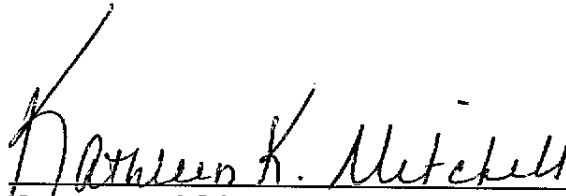
IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 11<sup>th</sup> day of may, 1999.

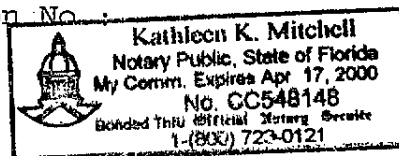
  
Aram Michael Toroyan, Subscriber

STATE OF FLORIDA  
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Aram Michael Toroyan, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, in the State and County aforesaid, this 26 day of May.

  
\_\_\_\_\_  
Notary Public-State of Florida  
My Commission Expires:  
Commission No. :



DESIGNATION OF REGISTERED AGENT

OF

OPTIMUM TELECOMMUNICATION GROUP, INC.

In pursuant of the Chapter 617.0501 Florida Statutes, the following is submitted, in compliance with said Act:

First-That OPTIMUM TELECOMMUNICATION GROUP, Inc. desiring to organize under the laws of the State of Florida with its mailing address, as indicated in the articles of incorporation at the City of Fort Lauderdale, County of Palm Beach, State of Florida, has named Ara R. Manoogian located at 2240 Woolbright Road, Suite 412, Boynton Beach, FL 33426, County of Palm Beach, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at the 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.

  
Ara R. Manoogian  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUN -2 PM 3:41

FILED