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TERENCE S. MOORE

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Terence S. Moore*
Trial Practice-Personal Injury
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July 8, 1999

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Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

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-07/16/99--01043--019
*****70.00 *****70.00

Re: The incorporation of:
Ritz Telecomm Inc.

Ladies/Gentlemen:

Enclosed herewith please find the Articles of Incorporation of Ritz Telecomm Inc.
along with two (2) copies. I have also enclosed my check in the amount of \$ 70.-
of cover the costs of incorporation.

Thank you for your cooperation in this matter.

Yours Very Truly,

Terence S. Moore

TSM:bg
Enclosures

FILED
99 JUL 16 AM 9:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
RITZ TELECOMM INC.

99 JUL 16 AM 9:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, hereby present myself for the purpose of becoming a corporation under the law of the State of Florida.

FIRST: The name of the corporation is **RITZ TELECOMM INC..**

SECOND: The office of the corporation is located at 4332 W. Waters Avenue, Suite 110-B, Tampa, Florida 33614.

THIRD: The purpose for which the corporation is formed is to sell, install, service, repair and maintain telephone systems and for any other legal purposes.

FOURTH: The amount of shares of stock which the corporation shall have is One Hundred (100) shares at One Dollar (\$1.00) par value per share.

FIFTH: The amount of capital with which the corporation shall begin business will be One Hundred Dollars (\$100.00).

SIXTH: The entire voting power for the selection of the Directors and for all other purposes shall be vested exclusively in the holders of the common stock of the corporation.

SEVENTH: The names and post office addresses of the members of the first Board of Directors, until the first annual meeting of stockholders, are as follows:

NAME

ADDRESS

Robert Ritz

4332 W. Waters Avenue
Suite 110-B
Tampa, Florida 33614

EIGHTH: The number of Directors is to be not less than one nor more than ten, and the Directors need not be stockholders. Any vacancies created in the Board of Directors shall be filled by a special meeting of stockholders.

NINTH: The names and post office addresses of the corporation's officers, until the first annual meeting of the stockholders, are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Robert Ritz	President/Vice President/Secretary/ Treasurer	4332 W. Waters Ave. Suite 110-B Tampa, Florida 33614

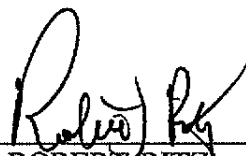
TENTH: The names and post office addresses of the subscribers of the number of shares of stock, which they agree to take are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>NO. OF SHARES</u>
Robert Ritz	4332 W. Waters Avenue Suite 110-B Tampa, Florida 33614	25

ELEVENTH: The duration of the corporation is to be perpetual.

TWELFTH: The Registered Agent of the corporation shall be Robert Ritz, 4332 W. Waters Avenue, Suite 110-B, Tampa, Florida 33614.

IN WITNESS WHEREOF, I have made, signed, and acknowledged
these Articles of Incorporation, this 13th day of July,
1999.

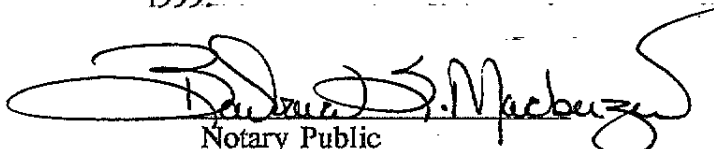


ROBERT RITZ
President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared **ROBERT RITZ**, who,
after being first duly sworn by me, deposes and says that he has read the foregoing Articles of
Incorporation, and that the matters and things contained therein are true and correct to the best
of his knowledge and belief.

SWORN TO AND SUBSCRIBED before me this 13th day of July,
1999.



Notary Public
State of Florida at Large

My Commission Expires:

Personally known: ☒

Identification shown: _____



Barbara S Mackenzie
My Commission CC599821
Expires December 29 2000


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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF RESIDENT AGENT STATUS

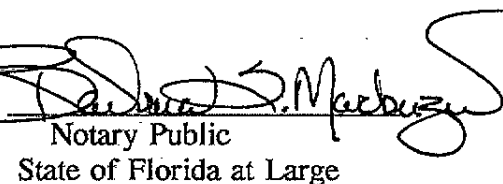
COMES NOW, Robert Ritz and does hereby accept the status as registered agent for
RITZ TELECOMM INC. and does further state that his office address is 4332 W. Waters
Avenue, Suite 110-B, Tampa, Florida 33614.


ROBERT RITZ

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared **ROBERT RITZ**, who
after being first duly sworn, deposes and says that he has read the foregoing Acceptance of
Resident Agent Status, and that the matters and things contained therein are true and correct.

Dated this 13th day of July, 1999.


Notary Public
State of Florida at Large

My Commission Expires:

Personally Known (X)



Barbara S Mackenzie
My Commission CC599821
Expires December 29 2000