

LAW OFFICES OF

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IMMIGRATION & NATURALIZATION LAW

FLORIDA BAR MEMBER

AMERICAN IMMIGRATION

LAWYERS ASSOCIATION — MEMBER

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August 31, 1999

EXPRESS MAIL

Florida Secretary of State

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

RE: USAmericaConnect, Inc.

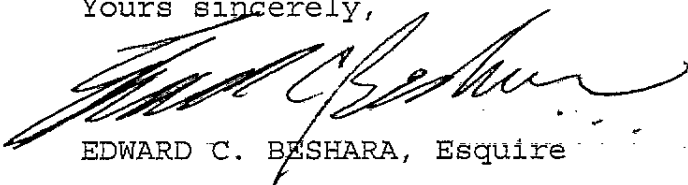
Dear Sir/Madam:

Enclosed please find the following:

1. Original and one copy of Articles of Incorporation in the name of the above-referenced corporation;
2. This firm's check # 10031 in the amount of \$35.00 representing the filing fee for the Articles; this firm's check # 10032 in the amount of \$35.00 representing the filing fee for the Designation of registered Agent; and this firm's check # 10033 in the amount of \$52.50 representing the fee for a certified copy of the Articles to be returned to our firm.

Please file the enclosed documents and return the certified copy of the Articles to my attention as soon as possible. If you have any questions please contact the undersigned.

Yours sincerely,



EDWARD C. BESHARA, Esquire

ECB/rs

Enclosures

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-09/02/99-01083-001

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TALLAHASSEE, FLORIDA

C. GALLON-CASE SEP 08 1999

ARTICLES OF INCORPORATION
OF

USAmericaConnect, Inc.

The undersigned incorporator to this Articles of
Incorporation, a natural person competent to contract, hereby
forms a corporation for profit under the laws of the State of
Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be USAmericaConnect, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be
located at 1850 Lee Road, Suite 300, Winter Park, Florida 32789.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting
any or all lawful business purposes.

ARTICLE V - CAPITAL STOCK

A. The maximum number of shares of capital stock that this
corporation is authorized to issue and have outstanding at any
one time is 10,000 shares of common stock having a par value of
\$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued
in payment for real or personal property, services, or any other
right or thing having a value, in the judgment of the Board of
Directors, at least equivalent to the full value of the stock so
to be issued as hereinabove set forth, and when so issued shall
become and be fully paid and non-assessable, the same as though

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paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 1850 Lee Road, Suite 300, Winter Park, Florida 32789.

The name of the initial registered agent of this corporation at that address shall be Edward C. Beshara.

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The names and street address of the initial members of the Board of Directors and Officers, each to hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Edward C. Beshara	1850 Lee Road Suite 300 Winter Park, FL 32789	Sole Officer Sole Director

ARTICLE VIII - INCORPORATOR

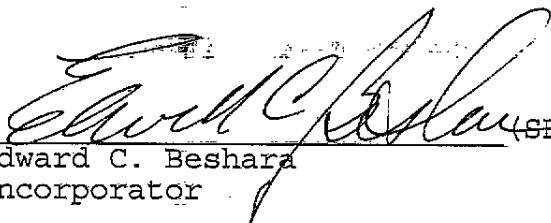
The following is the name and street address of the
Incorporator to these Articles of Incorporation:

Edward C. Beshara
1850 Lee Road, Suite 300
Winter Park, FL 32789

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner
provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 17th day of March, 1999.




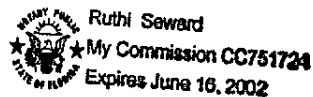
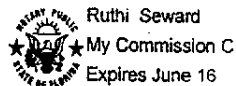
Edward C. Beshara (SEAL)
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared Edward C. Beshara, to me known or provided Drivers License as identification, to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 17th day of March, 1999.


Notary Public
Print Name: Ruthi Seward
My commission expires:
Commission No.:



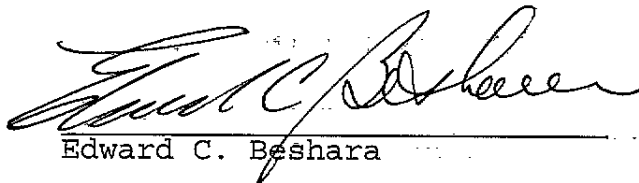
CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, USAmericaConnect, Inc., 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 Orlando, County of Orange, State of Florida, has named as its Registered Agent, Edward C. Beshara, at 1850 Lee Road, Suite 300, in the City of Winter Park, County of Orange, State of Florida, to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the 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 open said office.


Edward C. Beshara

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