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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

TELEWARE GLOBAL (CLEC) CORPORATION

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF

Teleware Global (CLEC) Corporation

ARTICLE I
NAME

The name of the Corporation is:
Teleware Global (CLEC) Corporation

ARTICLE II
DURATION

The Corporation shall exist in perpetuity.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any
or all lawful business.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of \$1.00
par value common stock which shall be designated "Common
Shares".

ARTICLE V
EXCLUSION OF PRE-EMPTIVE RIGHTS

No shareholder, upon the sale for cash of any new stock of this
Corporation of the same kind, class or series as that which he
already holds, shall have the mandatory right or entitlement to
purchase his pro rata shares thereof at the price at which it is offered
to others.

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ARTICLE VI
RIGHTS OF SHARES OF CAPITAL STOCK

The entire voting power of the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares; each share having one vote. Nothing in these Articles shall be construed to allow cumulative voting shares.

ARTICLE VII
PRINCIPAL OFFICE ADDRESS FOR CORPORATION

The address of the principal office of the Corporation is: 1643 Brickell Avenue, #806, Miami, Florida 33129

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial Registered Agent and Registered Office of the Corporation are: Allen P. Reed, Esq., 1590 NE 162nd Street, Suite 200, North Miami Beach, Florida 33162

ARTICLE IX
INITIAL BOARD OF DIRECTORS

The Corporation shall have one Director initially. The number of Directors may be either increased or decreased from time to time by the By-Laws adopted by the Corporation. The name and address of the initial Director is:

NAME
Frank M. Valdez, II

ADDRESS
1643 Brickell Avenue
#806
Miami, Florida 33129

ARTICLE X
INCORPORATION

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

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NAMEADDRESS

Allen P. Reed

1590 NE 162nd Street
Suite 200
North Miami Beach, Florida 33162ARTICLE XI
BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE XII
INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the fullest extent permitted by law.

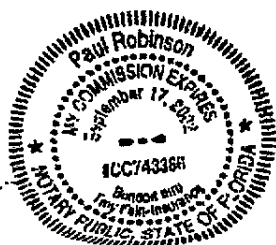
ARTICLE XIII
COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence upon the date of filing of these Articles.


ALLEN P. REEDSTATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared ALLEN P. REED, known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this October 1, 1999.


NOTARY PUBLIC, State of Florida
My Commission Expires:

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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAME 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 Teleware Global (CLEC) Corporation desiring to
organize under the laws of the State of Florida with its principal
office, as indicated in the Articles of Incorporation, at the City of
Miami, Florida 33129 has named ALLEN P. REED, located 1590 NE
162ND Street, Suite 200, North Miami Beach, County of Miami-Dade,
State of Florida 33162, as its agent to accept service of process
within this state and such agent hereby accepts the obligation of
307.325 F.S.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED
AGENT)**

Having been named to accept service of process for the above
state Corporation, at the place designated in this Certificate, ALLEN
P. REED hereby accepts to act in this capacity, and agrees to
comply with the provision of said Act relative to keeping open said
office.

Dated: October 1, 1999


ALLEN P. REED
Registered Agent

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