



LAW OFFICES OF

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October 19, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

900003022719--4
-10/22/99-01033-008
****122.50 *****78.75

Re: Articles of Incorporation
HAITEL INTERNATIONAL, INC.

Dear Sirs:

Enclosed please find the Articles of Incorporation for Haitel International, Inc., along with the acceptance of registered agent for your approval. Upon approval, please forward the original certificate to Erns F. Exceus, 1732 Breakers West Boulevard, West Palm Beach, Florida 33411, as listed on the incorporation material. Please also send a copy to my office.

Please forward to my office as soon as possible an application by foreign corporation for authorization to transact business in Florida.

Also enclosed is our check in the amount of \$122.50. If you should have any questions, please do not hesitate to contact me.

Very truly,

Danielle Victor-Laguerre

Danielle Victor-Laguerre, Esq.
DVL/mjf
cc: Haitel Board member

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT 22 PM 6:24

FILED

D. BROWN OCT 25 1999

ARTICLES OF INCORPORATION
OF
HAITEL INTERNATIONAL, INC.

FILED
99 OCT 22 PM 6:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribes to these Articles of Incorporation, each a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is:

HAITEL INTERNATIONAL, INC.

ARTICLE II

NATURE OF THE BUSINESS:

The general nature of the business to be transacted by this corporation shall be:

(a) To engage in any lawful act or activity for corporations may be organized under the business corporation law, provided that the corporation is not formed to engage in any act or activity which requires the act or approval of any state official, department, board, agency or other body without such approval or consent first being obtained.

(b) To carry on a general mercantile, industrial, investing and trading business in all its branches, to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee,

lease as lessor or lessee, distribute, job, of acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of and generally deal in and with at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, or in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed and other real, personal and mixed property of any and all kinds, together with the components, resultants, and by-products thereof.

To create, manufacture, contract for, buy, sell, for wholesale and retail and as principal, agent, broker, factor, commission merchant, licensor, licensee or otherwise, any and all kinds of goods, wares and merchandise, and in connection therewith or independent thereof, to establish and maintain, by any manner or means, buying offices, distribution centers, specialty and other shops, stores, mail-order establishments, concessions, leased departments, and any and all other departments, sites and locations necessary, convenient or useful in the furtherance of any business of the corporation.

To develop, experiment with, manufacture, fabricate, produce, assemble, buy, lease or otherwise acquire, hold, own, operate, use, install, equip, maintain, service, process, possess, repossess, remodel, recondition, transport, import, export, sell, lease or otherwise dispose of and generally to deal in and with any and all kinds of raw materials products, manufactured articles and products, equipment, machinery, devices, systems, parts, tools, and implements, apparatus and good, wares, merchandise and tangible property of every kind, used or capable of being used for any purpose whatsoever, and wheresoever located.

To acquire by purchase, subscription, underwriting or otherwise, and to own, hold for investment, or otherwise, and to use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every sort and description and wheresoever situated, including shares of stock, bonds, debentures, notes, scrip, securities, evidences of indebtedness, contracts or obligations, any corporation or association, whether domestic or foreign, or of any firm or individual or of the United States or any state territory or dependency of the United States or any foreign country, or any municipality or local authority within or without the United States, and also the issue in exchange therefor, stocks, bonds or

other securities or evidences of indebtedness of this corporation and, while the owner or the holder of any such property, to receive, collect and dispose of the interest, dividends and income on or from such property and to possess and exercise in respect thereto all of the rights, powers and privileges of ownership, including all voting powers thereon.

To construct, build, purchase, lease, or otherwise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create liens upon, sell, convey or otherwise dispose of and turn to account, any and all plants, machinery, works, implements and things or property real and personal, of every kind and description, incidental to, connected with, or suitable, necessary or convenient for any of the purposes enumerated herein, including all or any part or parts of the properties, assets, business and goodwill of any persons, firms, associations or corporations.

To powers, rights and privileges provided in this To invest and reinvest funds of this corporation in real estate mortgages, stocks, bonds or any other type of investment within the meaning of Chapter 621.08, Florida Statutes, and to acquire and own real and personal property necessary for the rendering of professional services of telecommunication services and otherwise related ventures.

(c) To do each and every thing necessary and proper for the accomplishment furtherance of any of the purpose or objects of this corporation enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and, in general, either alone or in association with other corporations firms or individuals, to carry on any lawful pursuits necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

(d) To conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be amended from time to time.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be one hundred (100) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than one hundred (100) shares.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The initial address of the principal office of this corporation in the state of Florida shall be:

1732 Breakers West Boulevard
West Palm Beach, Florida 33411

The Board of Directors may, from time to time move the principal office to any other address in the Country.

ARTICLES VII

This Corporation shall have two (2) directors initially. The number of Directors may be increased from time to time by By-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLES VIII

The names and post office addresses of the first Board of Directors are:

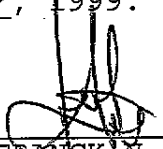
NAME	OFFICE	ADDRESS
Franck N. Cine	President	1732 Breakers West Boulevard West Palm Beach Florida 33411

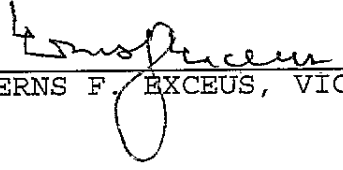
are officers and directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this 19th day of October, 1999.


FRANCK N. CINE, PRESIDENT


ERNS F. EXCEUS, VICE PRESIDENT

STATE OF FLORIDA
COUNTY OF

BEFORE ME, the undersigned authority, personally appeared FRANCK N. CINE and ERNS F. EXCEUS, to be well known and who subscribed as subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to these Articles of Incorporation for the purpose therein expressed.

WITNESS my hand and official seal at Martin County, Florida on this 19th day of October, 1999.


Notary Public

(Seal)

Printed Name:

NOTARY  Danie V. Laguerre
LARGE
My Commission CC732836
Expires April 27, 2002

FILED
99 OCT 22 PM 6:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: _____

Erns F. Exceus
ERNS F. EXCEUS
REGISTERED AGENT

DATE: _____

10-19-99