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MICHAEL P. WILLIAMS, P.A.
ATTORNEY AT LAW
3131 ST. JOHNS BLUFF ROAD
JACKSONVILLE, FLORIDA 32246
TELEPHONE: (904) 224-2006 • FAX: (904) 394-0399

November 9, 1999

BY OVERNIGHT DELIVERY

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
ATTN: New Filings

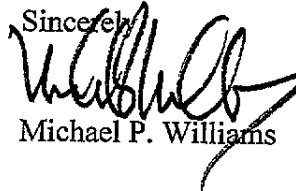
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-11/12/99--01105--007
****123.00 *****78.75

Re: Caribbean Basin Telecom, Inc., a Florida corporation - Corporate File - My File
Number 300-03

Dear Sir/Madam:

Enclosed are an original and one copy of the Articles Of Incorporation for the above referenced proposed Florida corporation. Also enclosed herewith is Personal Money Order Number 715710280 payable to the Florida Department Of State in the amount of \$123.00, representing the fees for filing the enclosed Articles Of Incorporation, as well as certifying the enclosed copy of such.

Thank you for your assistance in this matter.

Sincerely,

Michael P. Williams

MPW/dgf
enclosures

FILED
99 NOV 12 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch NOV 16 1999

FILED

ARTICLES OF INCORPORATION
OF

99 NOV 12 PM 12:25

CARIBBEAN BASIN TELECOM, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is CARIBBEAN BASIN TELECOM, INC., a Florida corporation.

ARTICLE II

The street address of the principal office of the Corporation is 3131 St. Johns Bluff Road, Jacksonville, Florida 32246.

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is two thousand (2,000), one thousand (1,000) of which shall be Common Shares and the remaining one thousand (1,000) shall be Preferred Shares.

ARTICLE IV

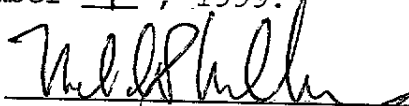
The initial street address of the Corporation's registered office is 3131 St. Johns Bluff Road, Jacksonville, Florida. The initial registered agent for the Corporation at that address is Michael P. Williams.

ARTICLE V

The name and street address of the person signing these articles of incorporation are:

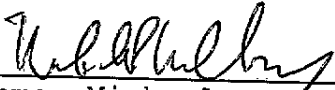
<u>Name</u>	<u>Address</u>
Michael P. Williams	3131 St. Johns Bluff Road Jacksonville, Florida 32246

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on November 9, 1999.


Name: Michael P. Williams

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CARIBBEAN BASIN TELECOM, INC., a Florida corporation, at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



Name: Michael P. Williams

Date: November 9 , 1999

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11/9/99