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Cheeseman and Phillips
Attorneys & Counsellors at Law

Stephen C. Cheeseman, P.A.
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Tampa, Florida 33602
813/223-4007
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November 30, 1999

Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32314

300003062233--3
-12/06/99-01128-010
****122.50 *****78.75

RE: CDSI Telecom, Inc.

Gentlemen:

Enclosed for filing are the original Articles of Incorporation for the above referenced corporation. Also enclosed is our check in the sum of \$122.50 for payment of the filing fees.

Please furnish us with a certified copy of the Articles.

If you should require any additional fees, please feel free to contact our office.

Thank you for your cooperation in this matter.

Yours truly,

CHEESEMAN and PHILLIPS

Jerrold K. Phillips

JKP/gs
Enclosure(s)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
CDSI Telecom, Inc.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is CDSI Telecom, Inc.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized are:

(1) To engage in any lawful activity permitted by the State, sell, market, develop, and distribute telephone and communications services through in and through out the state of Florida nationally and internationally and to perform any lawful purpose.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is one thousand (1000) shares of common stock with a par value of \$1.00 per share.

ARTICLE V

The street address of the initial registered office of the corporation is 1527 W. Carmen Street, Tampa, Florida 33606.

ARTICLE VI

The initial board has one director. The name and address of the Director is:

Darrell A. Hancock

1527 W. Carmen Street
Tampa, FL 33606

ARTICLE VII

The name and address of each incorporator is listed above as an initial director.

EXECUTED by the undersigned at Tampa, Florida on the 30 day of
November, 1999.




Darrell A. Hancock

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, personally appeared, DARRELL A. HANCOCK, well known to me to be the persons described in and who executed the foregoing Articles of Incorporation of CDSI Telecom, Inc., and they acknowledged before me that they signed said Articles of Incorporation for the uses and purposes set forth herein.

WITNESS my hand and official seal this 29th day of NOVEMBER,
1999.



Notary Public
My Commission Expires:

**CERTIFICATE DESIGNATING
PLACE OF BUSINESS OR DOMICILE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

**IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:**

CDSI Telecom, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business as 1527 W. Carmen Street, Tampa, Florida 33606 and has named Darrell A. Hancock located at the same address as its agent to accept service of process within the State of Florida.



DARRELL A. HANCOCK

November 30, 1999

Date

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 provisions of all statutes relative to the proper and complete performance of my duties.

November 30, 1999

Date



DARRELL A. HANCOCK

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TALLAHASSEE