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TRANSMITTAL LETTER

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL. 32399

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*****78.75 *****78.75

SUBJECT: MAR.MAR TELECOM, INC.

Enclosed are an original and two (2) copies of the articles of incorporation and a check for \$78.75 for: Filing fee, Certified copy & Certificate.

FROM:

David H. Siegel

2875 N.E. 191st Street, Suite 601

Aventura, Florida 33180

305-933-8779

BROWN DEC 13 1999

ARTICLES OF INCORPORATION

OF

MAR.MAR TELECOM, INC.

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Article 1

Corporate Name

The Name of this corporation is: Mar.Mar Telecom, Inc.

Article II

Purpose

This corporation is organized for the following purposes:

1. To buy, sell, exchange, rent, lease, improve, and maintain real or personal property and to otherwise deal in and with real property and personal property of whatever nature or kind; to deal in and with investments of whatever kind and to provide investment opportunities and services.
2. To act to such extent as a corporation organized under the **Business Corporation Laws of this state may now or hereafter lawfully do, either as principal or agent either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for or in connection with or incident thereto. To accomplish any of the purposes of or the statement of any**

one or more of the objects herein enumerated or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do which exist under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore.

Article III

Capital Stock

This corporation is authorized to issue 1,000,000 shares of common stock with a par value of \$.01 per share.

Article IV

Initial Principal and Registered Office

The street address of the initial principal and registered office of this corporation is: 2875 N. E. 191st Street, Suite 601, Aventura, Florida 33180. The mailing address is : P.O. Box 2183 Hallandale, FL. 33008

Article V

Registered Agent

The initial registered agent of this corporation is: David H. Siegel located at: 2875 N. E. 191st Street, Suite 601, Aventura, Florida 33180

Article VI

Initial Board of Directors

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one nor more than nine. The names and addresses of the initial directors of this corporation are, to wit:

C. F. Weinhold	2875 N. E. 191 st Street, Ste. 601 Aventura, FL 33180
J. M. Anderson	2875 N.E. 191 st Street, Ste. 601 Aventura, FL 33180
D. H. Siegel	2875 N. E. 191 st Street, Suite 601 Aventura, Florida 33180

Article VII

Incorporator

The name and address of the person signing these Articles is:
David H. Siegel, 2875 N. E. 191st Street, Suite # 601, Aventura, FL.
33180.

IN WITNESS WHEREOF, the undersigned subscriber has
Executed the Articles of Incorporation of Mar Mar Telecom, Inc. this,
8th day of December, 1999.


Subscriber

ACKNOWLEDGEMENT

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements

in the state and county above set forth, personally appeared, David H. Siegel,

known to me and known by me to be the person who executed the foregoing

Articles of Incorporation and he acknowledged before me that he

executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal in the state and county aforesaid, this 8th day
of December, 1999.

Michelle Puente
NOTARY PUBLIC, State of Florida

Michelle Puentes
Print Name of Notary

Commission No.:

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS IN THIS STATE
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said act:

First: That Mar.Mar Telecom, Inc.,
desiring to organize under the laws of the state of Florida with its
principal office as indicated in the Articles of Incorporation has named
David H. Siegel, whose address is: 2875 N. E. 191st Street, Suite 601,
Aventura, Florida 33180 as its agent to accept service of process
within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the
above named 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.



David H. Siegel