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DIVISION OF CORPORATION



TELEPHONE SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 073856 4374271

AUTHORIZATION : Patricia Puyette

COST LIMIT : \$ 70.00

ORDER DATE : September 4, 1996

ORDER TIME : 9:45 AM

ORDER NO. : 073856

200001938162

CUSTOMER NO: 4374271

CUSTOMER: Ms. Robin Willner
HERZFELD & RUBIN

Suite 1501
801 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: ALLRITE PHONES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

CH
9/4/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP -4 PM 1:26

ARTICLES OF INCORPORATION OF
ALLRITE PHONES, INC.

FILED
STATE
CORPORATIONS
96 SEP -4 PM 1:26

ARTICLE I

The name of the corporation is **ALLRITE PHONES, INC.**, having its principal office located at: 11219 S.W. 147th Court, Miami, Florida 33196.

ARTICLE II

The corporation may engage in or transact any and all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The corporation is authorized to issue and have outstanding at any one time an aggregate of One Thousand (1,000) shares of one class of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

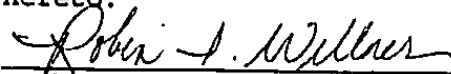
There shall be no preemptive rights accruing to the shareholders.

ARTICLE V

The corporation's initial Registered Agent and Registered Office in the State of Florida are:

REGISTERED AGENT: Robin I. Willner
REGISTERED OFFICE: Herzfeld & Rubin
801 Brickell Avenue
Suite 1501
Miami, Florida 33131

Having been named initial Registered Agent to accept service of process for the corporation at the initial registered office designated herein, I hereby accept such status and consent to act in the capacity and agree to comply with all the requirements of law pertaining thereto.



REGISTERED AGENT: ROBIN I. WILLNER

ARTICLE VI

The number of Directors constituting the initial Board of Directors of the Corporation is one.

ARTICLE VII

The name and address of the members of the initial Board of Directors is:

Donald M. Altemus
11219 S.W. 147th Court
Miami, Florida 33196

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ARTICLE VIII

The name and address of the Incorporator of these Articles of Incorporation is:

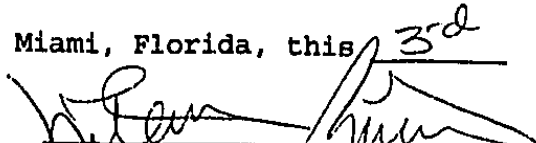
ROBIN I. WILLNER, ESQ.
HERZFELD & RUBIN
801 BRICKELL AVENUE
SUITE 1501
MIAMI, FLORIDA 33131


ROBIN I. WILLNER

STATE OF FLORIDA :
COUNTY OF DADE :

BEFORE ME, the undersigned authority, personally appeared ROBIN I. WILLNER, who [] presented _____ as identification or who ~~X~~ is personally known and who stated that he was the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Florida, this 3rd day of September, 1996.


Notary Public



YILAN RIVERO
COMMISSION # CC 560170
EXPIRES JUL 17, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.