

P96000100798

JOHN J. HINES
849 East Coast Drive
Atlantic Beach, Florida 32233

904 241-2893

December 10, 1996

Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
96 DEC 12 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: New Corporation Filing
POWER TELCOM, INC. a Florida corporation

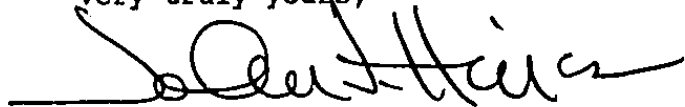
Dear Sir:

Enclosed for filing as a Florida corporation are the Articles of Incorporation of POWER TELCOM, INC. together with my check in the amount of \$122.50 to cover the cost of filing. Also enclosed is a copy of the Articles of Incorporation: after completion of filing, please certify this copy and return to me at the above address.

Thank you for assistance.

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-12/12/96--01048--005
****122.50 ****122.50

Very truly yours,



John J. Hines

Att
12/13/96

ARTICLES OF INCORPORATION
of
POWER TELCOM, INC.

FILED

96 DEC 12 PM 12:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is POWER TELCOM, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common capital stock, all of which shall be of the par value of One Dollar (\$1.00) per share.

ARTICLE V - PREEMPTIVE RIGHTS

The shareholders shall have no preemptive rights with respect of any shares of stock to be issued by the corporation.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 849 East Coast Drive, Atlantic Beach, Florida 32233, and the name of its initial registered agent at such address is John J. Hines.

ARTICLE VII - PRINCIPAL OFFICE

The principal office of this corporation is 127 MacDougal Street, New York, New York 10032, which is its mailing address.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation shall be one (1), and the name and address of the person who is to serve as the initial member thereof is:

Michael Walsh
127 MacDougal Street
New York, New York 10032

ARTICLE IX - INCORPORATOR

The name of the incorporator is John J. Hines, 849 East Coast Drive, Atlantic Beach, Florida 32233.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of December, 1996.

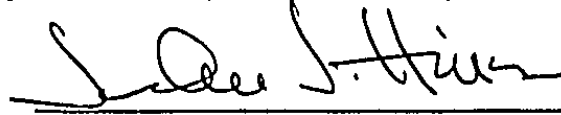
A handwritten signature in cursive script, appearing to read "John J. Hines", written over a horizontal dashed line.

John J. Hines

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That POWER TELCOM, INC. desiring to organize or qualify under the laws of the State of Florida has named John J. Hines, located at 849 East Coast Drive as its agent to accept service of process within Florida.



INCORPORATOR

12/10/96

DATE

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, John J. Hines agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.



John J. Hines

12/10/96

Date

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TALLAHASSEE, FLORIDA