

June 22, 1998

Ms. Blanca S. Bayco
Director of Records and Reporting
Florida Public Service Commission
2540 Shamard Oak Blvd.
Tallahassee, FL 32399-0850

Re: Docket No. 980741-TX

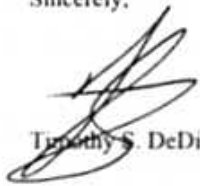
Dear Ms. Bayco:

Please find enclosed a copy of the State of Florida Certificate of Incorporation, a correction was made from World TeleKom to World Telecommunications, Inc. *d/ba WTI*

*from conversation with
per Mr. DeLugo
6/24/98
Jaw.*

If you have any further questions, Please feel free in calling.

Sincerely,


Timothy S. DeDiego

- ACK _____
- AFA _____
- APP _____
- CAF _____
- CMU 1 _____
- CTR _____
- EAG _____
- LEG 1 _____
- LIN _____
- OPC _____
- RCH _____
- SEC 1 _____
- WAS _____
- OTH C, Nonnye _____



3825 HENDERSON BLVD • FIRST FLOOR • TAMPA, FLORIDA USA 33629
PHONE 813-286-7710 • FAX 813-286-7951
POST OFFICE BOX 320653 • TAMPA, FLORIDA USA 33629

DOCUMENT NUMBER - DATE
06661 JUN 24 98
FPSC-REC. & REPORTING

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of WORLD TELECOMMUNICATIONS, INC., a Florida corporation, filed on April 9, 1998, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H98000006755. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below

The document number of this corporation is P98000032589.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Ninth day of April, 1998

Authentication Code: 698A00018856-040998-P98000032589-1/1



CR2EO22 (1-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 9, 1998

WORLD TELECOMMUNICATIONS, INC.
3825 HENDERSON BLVD SUITE 100
TAMPA, FL 33629

The Articles of Incorporation for WORLD TELECOMMUNICATIONS, INC. were filed on April 9, 1998, and assigned document number P98000032589. Please refer to this number whenever corresponding with this office.

Enclosed is the certification requested. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H98000006755.

A corporation annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date year. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have questions regarding corporations, please contact this office at the address given below.

Becky McKnight
Document Specialist
New Filings Section
Division of Corporations

Letter Number: 698A00018856

H 98-6155

ARTICLES OF INCORPORATION

of World Telecommunications, Inc. a Corporation for Profit formed under the Florida General Corporation Act.

Article 1:

Name of the Corporation: World Telecommunications, Inc.
Address: 3825 Henderson Blvd., Suite 100, Tampa, FL 33629
(813) 261-0070 Fax: (813) 286-7951

Article 2:

DURATION: Term of existence of the corporation is perpetual.

Article 3:

PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA and more specifically to provide telecommunications to the public.

Article 4:

CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 10,000 PAR VALUE \$0.001

Article 5:

REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be: FREDERICK T. LOWE, ESQ., P.A. 3825 Henderson Boulevard, Suite 605A, Tampa, Florida 33629 and the name of the initial registered agent at such address is FREDERICK T. LOWE.

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation.

4/8/98
Date

Signature of Registered Agent - Frederick T. Lowe, Esq.

Article 6:

The board of directors are as follows:
The name and address of the Initial Director: (All persons listed after the first are additional directors)
1. TIMOTHY DeDIEGO - DIRECTOR

Article 7:

The Name and address of the incorporator is:
Timothy DeDiego, Director - 3825 Henderson Blvd., Suite 100, Tampa, FL 33629
Telephone #: (813) 261-0070 Fax #: (813) 286-7591

IN WITNESS whereof I have subscribe my name

4/8/98
Date

TIMOTHY DeDIEGO as Director for
World Telecommunications, Inc.

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Prepared by:
ace! Industries, Inc.
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Miami, FL 33136
(305) 358-2571

+98-6754