

EXHIBIT 1

Ecocom USA Limited

Certificate of Good Standing and
Articles of Incorporation

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ECOCOM USA LIMITED" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF AUGUST, A.D. 2000.



2830150 8300

001402744

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0622160

AUTHENTICATION:

08-16-00

DATE:

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ECOCOM USA LIMITED", FILED IN THIS OFFICE ON THE EIGHTH DAY OF DECEMBER, A.D. 1997, AT 3:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2830150 8100

001243032

AUTHENTICATION: 0439287

DATE: 05-15-00

**CERTIFICATE OF INCORPORATION
OF
ECOCOM USA LIMITED**

FIRST: The name of the corporation is Ecocom USA Limited.

SECOND: The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the city of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of common stock, all of one class, of the par value of One Dollar (\$1.00) per share.

FIFTH: The name and mailing address of the incorporator is as follows:

Howard J. Barr
Pepper & Corazzini, L.L.P.
Suite 200
1776 K Street, N.W.
Washington, D.C. 20006

SIXTH: The powers of the incorporator shall terminate upon the filing of this certificate of incorporation, and the name and mailing address of the persons to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualify are:

<u>Name of Director</u>	<u>Mailing Address</u>
Edward Manukian	8280 Greensboro Drive, Suite 120 McLean, VA 22102
Anselm Baumgarten	8280 Greensboro Drive, Suite 120 McLean, VA 22102

SEVENTH: The directors shall the have power to make and to alter or amend the bylaws, to fix the amount to be reserved as working capital, and to authorize and to cause to be executed mortgages and liens, without limit as to the amount, upon the property and franchise of

this corporation. Election of directors need not be by written ballot unless and to the extent that the Bylaws of the Corporation so provide.

EIGHTH: With the consent in writing and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the directors shall have authority to dispose, in any manner, of the whole property of the Corporation.

NINTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for such liability as is expressly not subject to limitation under the General Corporation Law of the State of Delaware as the same exists or hereafter may be amended.

TENTH: The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the corporation outside of the State of Delaware, at such places as may be from time to time designated by the bylaws or by resolution of the stockholders or directors, except as otherwise required by the laws of the State of Delaware.

ELEVENTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said applications has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

TWELFTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute and all rights conferred upon stockholders herein are granted subject to this reservation.

The undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make, file, and record this certificate, and does certify that the facts herein stated are true, and I have accordingly set my hand this 8th day of December, 1997.



Howard J. Barr