

# EXHIBIT 1

CERTIFICATE OF INCORPORATION

OF

**TDI Communications, Inc.**

The undersigned does hereby form and establish a corporation under the provisions of the General Corporation Law of the State of Delaware, and for that purpose does certify as follows:

**ARTICLE I:** The name of the corporation shall be:

**TDI Communications, Inc.**

(hereinafter the "corporation").

**ARTICLE II:** The registered office of this corporation in the State of Delaware is Two Greenville Crossing, Suite 300A, 4001 Kennett Pike, P. O. Box 4477, Wilmington, New Castle County, Delaware 19807-0477 and its registered agent at that address is Corporations & Companies, Inc., Two Greenville Crossing, Suite 300A, 4001 Kennett Pike, P. O. Box 4477, Wilmington, New Castle County, Delaware 19807-0477.

**ARTICLE III:** 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 Delaware, and shall have perpetual existence.

**ARTICLE IV:** The amount of the authorized capital stock of this corporation is 1,500 shares of "no par value" stock, or stock without any fixed par value. All of the said stock is common stock of one class.

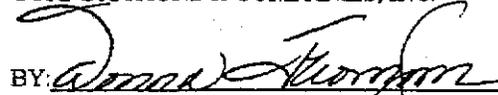
**ARTICLE V:** The name and address of the incorporator are: Corporations & Companies, Inc., a Delaware corporation, Two Greenville Crossing, Suite 300A, 4001 Kennett Pike, P. O. Box 4477, Wilmington, New Castle County, Delaware 19807-0477.

**ARTICLE VI:** A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

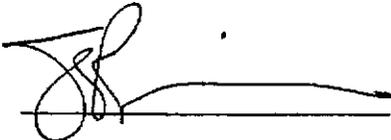
**ARTICLE VII:** The stockholders and directors shall have the power to hold their meetings, to have an office or offices, to keep the books, documents and papers of the corporation outside of the State of Delaware at such places as might from time to time be designated by the by-laws or resolutions of the directors or stockholders, except as otherwise required by the laws of Delaware.

**ARTICLE VIII:** The undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, acknowledging under the penalty of perjury, hereby declaring and certifying that this Instrument is the act and deed of Corporations & Companies, Inc. and the facts herein are true, pursuant to 8 Del.C. §103(b)(2) and accordingly have hereunto caused this Certificate to be executed by the Vice President of Corporations & Companies, Inc. this 11th day of July, 2001.

CORPORATIONS & COMPANIES, INC.

BY:   
Donna Thompson, Vice President-Operations  
Two Greenville Crossing, Suite 300A  
4001 Kennett Pike  
P. O. Box 4477  
New Castle County  
Wilmington, Delaware 19807-0477

IN THE PRESENCE OF:





## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

SEPTEMBER 28, 2001

6185-405-3

CORP-LINK  
118 W EDWARDS  
SPRINGFIELD, IL 62704

RE TDI COMMUNICATIONS, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE AUTHORITY ACKNOWLEDGING REGISTRATION.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

JW:CD

# COPY

**SUBMIT IN DUPLICATE!**

Form **BCA-13.15**

(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834  
http://www.sos.state.il.us

This space for use by Secretary of State

SEP 28 2001

JESSE WHITE  
SECRETARY OF STATE

This space for use by  
Secretary of State

Date 9-28-01  
License Fee \$  
Franchise Tax \$ 25.00  
Filing Fee \$ 25.00  
Penalties \$  
Approved: \$ 100.00

Payment must be made by  
certified check, cashier's check,  
Illinois attorney's check, Illinois  
C.P.A.'s check or money order,  
payable to "Secretary of State."

1. (a) CORPORATE NAME: TDI COMMUNICATIONS, INC.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: \_\_\_\_\_  
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: DELAWARE

(b) Date of Incorporation: JULY 11, 2001

(c) Period of Duration: PERPETUAL

3. (a) Address of the principal office, wherever located:

(b) Address of principal office in Illinois:

(If none, so state)

322 EAST 50TH STREET

NONE

NEW YORK, NEW YORK 10022

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent National Registered Agents, Inc.

First Name

Middle Name

Last Name

Registered Office 208 South LaSalle Street, Suite 1855

Number

Street

Suite #

Chicago, IL 60604

County of Cook

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

DELAWARE

6. Names and residential addresses of officers and directors:

	Name	No. & Street	City	State	ZIP
President	EYAL YECHZKELL	322 EAST 50TH STREET	NEW YORK, NY	10022	
Secretary	ITAI KATHEIN	322 EAST 50TH STREET	NEW YORK, NY	10022	
Director	EYAL YECHZKELL	322 EAST 50TH STREET	NEW YORK, NY	10022	
Director	ITAI KATHEIN	322 EAST 50TH STREET	NEW YORK, NY	10022	
Director					

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:  
 (If not sufficient space to cover this point, add one or more sheets of this size.)  
 TO PROVIDE TELECOMMUNICATIONS SERVICES

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
CAPITAL		"0"	1,500	1,500

9. Paid-in Capital: \$ 100,000  
 ("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 10,000
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 20,000

11. Interrogatories: (Important – this section must be completed.)

- \*\* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 322 E. 50<sup>th</sup> St  
 (b) Number of shares of all classes owned by residents of Illinois: 0 NY NY 10022  
 (c) Number of shares of all classes owned by non-residents of Illinois: 1,500  
 (d) Is the corporation transacting business in this state at this time? NO  
 (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated JULY 31 2001  
 (Month & Day) (Year)

TDI COMMUNICATIONS, INC.  
 (Exact Name of Corporation)

attested by \_\_\_\_\_  
 (Signature of Secretary or Assistant Secretary)

\_\_\_\_\_  
 (Signature of President or Vice President)

(Type or Print Name and Title)

by EYAL YECHZKELL, PRESIDENT  
 (Type or Print Name and Title)

\* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

\*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).