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IGLESIAS AND ROMERO, P.A.
ATTORNEYS AT LAW

JOAQUIN J. IGLESIAS

1250 S.W. 27TH AVENUE
SUITE 306
MIAMI, FLORIDA 33135
(305) 649-2233
FAX (305) 642-1814

February 14, 2000

Secretary of State
P.O. Box 6327
Division of Corporations
Tallahassee, Florida 32314

RE: BELLWEST CORPORATION

Gentlemen:

We are hereby enclosing the Articles of Corporation of BellWest Corporation, to be filed with the Department of State.

We are also enclosing with this letter our check in the amount fo \$122.50 in payment of the fees to have this corporation organized under the laws of the State of Florida. **3000003138243**
-02/17/00--01034--
****122.50 ****

Very truly yours,

Iglesias & Romero, P.A.

By: Berta B. del Riesgo
Berta B. del Riesgo, Secretary
Joaquin J. Iglesias, Esquire

/bbr
Enclosures

3000003138243--2
-02/17/00--01034--005
****122.50 ****78.75

S. Thompson FEB 22 2000

ARTICLE OF INCORPORATION

OF

BELLWEST CORPORATION

I, the undersigned being of legal age and natural person, do hereby subscribe to, acknowledge, and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

FILED
00 FEB 17 PM 12:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of this Corporation shall be:
BellWest Corporation

ARTICLE II

The purpose of this Corporation is:

1. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.
2. To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease, possess, maintain, handle on consignment, own, hold of investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deal in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible, or intangible, wherever situated and wherever held, including, but not limited to, money, credits, chases in action, securities, stocks, bonds, warranty, script, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, including, but not limited to, mineral, oil, gas, and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers, or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing and to exercise in respect thereof all of the rights, powers, privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing and to exercise in respect thereof all of the rights, powers, privileges and immunities of individual owners or holders thereof.
3. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.
4. To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation and to guarantee contracts and other obligations.
5. To let concessions to others to do any of the things that this corporation is empowered to do and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.
6. To carry out on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this corporation, and to do all things specified in the Florida Statute, and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at

any time hereafter be amended and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be literally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nonwise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed and all the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE III

This Corporation is authorized to issue 100 shares of common stocks with a par value of \$1.00, a share.

All of this stock shall be payable in cash, property, real or personal, labor or services in lieu of cash at a just valuation to be fixed by the Board of Directors of this Corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which already holds, every stockholder of this Corporaiton shall have the pre-emptive right to purchase his pro-share thereof at a price at which it is offered to others, whether or not is excess of part.

Fractional shares need not be issue on account of these provisions.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V

The initial Registered Office of this Corporation and the Corporation's mailing address shall be at:

1250 S.W. 27th Avenue, Ste. 306, Miami, Florida 33135

the Registered Agent at this address is:

Maria M. Romero, Esquire

ARTICLE VI

This Corporation shall have one (1) director initially. The By-Laws shall determine the number of directors and the manner in which they are elected from time to time.

ARTICLE VII

The name and address of this First Directors of the Corporation who shall hold office for the first year or until their successor or successors are duly elected and qualified shall be:

NAME

ADDRESS

Haydee Belveder

800 West Avenue, Apt. 731
Miami Beach, Florida 33139

ARTICLE VIII

The name and address of the Incorporator is:

Haydee Belveder, 800 West Avenue, Miami Beach, Florida 33139.
Apt. 731

ARTICLE IX

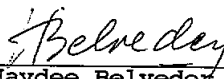
No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are Directors of Officers of, such other Corporation.

Any Director individually, or any firm or corporation of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a Director or an Officer of such other Corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he was not such a director or officer of such other Corporation or not so interested.

ARTICLE X

This Corporation shall indemnify and insure its Officers and Directors to fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, being the Incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and I hereunto set my hands and seal this 14th day of February, 2000.



Haydee Belveder

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Haydee Belveder, who produced Florida Driver's License as identification, known to be the person described, and who executed the foregoing Articles of Incorporation, and after being duly sworn under oath, acknowledged before me that she executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 14th day of February, 2000.



NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: **BellWest Corporation**

2. The name and address of the registered agent and office is:

Maria M. Romero, 1250 S.W. 27th Av., Suite 306, Miami, Fl.
33135.

3. Having been named Resident Agent of this Corporation at the office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

Dated this 14th day of February, 2000.


Maria M. Romero

FILED
00 FEB 17 PM 12:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA