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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

Telefonica S.A. USA, Inc.

Profit - Articles

NonProfit

Limited Liability Company

Foreign

Limited Partnership

Reinstatement

Limited Liability Partnership

Certified Copy

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Amendment

Dissolution/Withdrawal

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CONNIE BRYAN

T. SMITH JUN 22 2000

**ARTICLES OF INCORPORATION**

**OF**

**TELEFONICA S.A. USA, INC.**

**ARTICLE I**

The name of the corporation is TELEFONICA S.A. USA, INC. (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 1221 Brickell Avenue, 6<sup>th</sup> Floor, Miami, Florida, 33131.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so under the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The name and address of the Corporation's initial registered office is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of Directors constituting the initial Board of Directors is one (1), and the name of the member of the initial Board of Directors, who is to serve as the Corporation's director until successors are duly elected and qualified is:

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TALLAHASSEE, FLORIDA

Patricia Menendez Cambo

**ARTICLE VII**

The name of the Incorporator is Patricia Menendez Cambo and the address of the Incorporator is 1221 Brickell Avenue, 6<sup>th</sup> Floor, Miami, Florida 33131.

**ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 21<sup>st</sup> day of June, 2000.

*P. M. Cambo*

Patricia Menendez Cambo, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of TELEFONICA S.A. USA, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CT CORPORATION SYSTEM

*Carrie Bray*

as Agent for the Registered Agent

Dated: June 22<sup>nd</sup>, 2000

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