

**Electronic Articles of Incorporation
For**

P04000120030
FILED
August 18, 2004
Sec. Of State
Ipoole

TELEFONICA USA CORP.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:
TELEFONICA USA CORP.

Article II

The principal place of business address:
2977 MCFARLANE ROAD
3RD FLOOR
MIAMI, FL. 33133

The mailing address of the corporation is:
2977 MCFARLANE ROAD
3RD FLOOR
MIAMI, FL. 33133

Article III

The purpose for which this corporation is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:
1000

Article V

The name and Florida street address of the registered agent is:
BARRY D SILVERSTEIN
2999 N.E. 191 STREET
704
AVENTURA, FL. 33180

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: BARRY D. SILVERSTEIN

Article VI

The name and address of the incorporator is:

EDUARDO PEREZ BUCCI
2977 MCFARLANE ROAD
3RD FLOOR
MIAMI, FLORIDA 33133

Incorporator Signature: EDUARDO PEREZ BUCC

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
EDUARDO PEREZ-BUCCI
2977 MCFARLANE ROAD 3RD FLOOR
MIAMI, FL. 33133

Title: VP
HARRY GORLOVEZKY
2977 MCFARLANE ROAD
MIAMI, FL. 33180

Title: SEC
BARRY D SILVERSTEIN
2977 MCFARLANE ROAD
MIAMI, FL. 33133

Article VIII

The effective date for this corporation shall be:

08/18/2004