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FLORIDA PROFIT/NON PROFIT CORPORATION

TELME AMERICA, CORP.

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CG-51-11



November 7, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

EXPRESS CORPORATE FILING SERVICE INC

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

An effective date may be added to the Articles of Incorporation if a 2008 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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**ARTICLES OF INCORPORATION**

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OF

**TELME USA, CORP.**

We, the undersigned subscribers to these Articles of Incorporation, each as a natural person competent to contract, hereby associate to form a Corporation under the Laws of the State of Florida.

**ARTICLE I  
NAME OF CORPORATION**

The name of the Corporation shall be:

**TELME USA, CORP.**

**ARTICLE II  
NATURE OF BUSINESS**

The general nature of business to be transacted by this Corporation shall be: Telecommunication voice over IP, and any other business permitted under the Laws of the State of Florida.

To manufacture, purchase, or otherwise acquire, and to own, mortgage pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in, and with goods, wares, merchandise, real and personal property, and services of every kind, class and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, Telegraph, cooperative association, fraternal benefits society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell,

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convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, licenses, in the State of Florida and in all other states and countries.

To contract debts, and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of other instruments to secure payment of corporate indebtedness as required.

To purchase corporate assets of any other corporation and engage in the same or other character or business. To guarantee, endorse purchase, hold sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

### ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 500 shares of common stock at \$ 1.00 per value per share.

### ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars (\$500.00)

### ARTICLE V TERM OF EXISTENCE

The corporation is to exist perpetually.

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**ARTICLE VI  
PRINCIPAL PLACE OF BUSINESS**

The initial street address in this State of the principal office of this corporation is:  
9010 SW 137 Ave Suite 240 Miami, Fl., 33186  
The Board of Director may from time to time, move the principal office to any  
other address in the State of Florida.

**ARTICLE VII  
DIRECTORS**

This corporation shall have not less than two directors initially. The number of  
director may be increased or diminished from time to time by-laws adopted by the  
stockholders.

**ARTICLE VIII  
BOARD OF DIRECTORS**

The name and street address of the members of the first Board of Director is:

<b>NAME</b>	<b>TITLE</b>	<b>ADDRESS</b>
Rosario Costantino	President	9010 SW 137 Ave. Suite 240 Miami, Fl., 33186
Andres E. Quintero	Vice-President	9010 SW 137 Ave. Suite 240 Miami, Fl., 33186

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**ARTICLE IX  
SUBSCRIBERS**

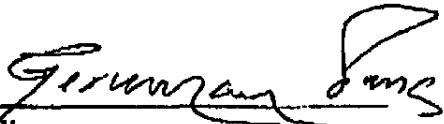
<b>NAME</b>	<b>TITLE</b>	<b>ADDRESS</b>
Rosario Costantino	President	9010 SW 137 Ave. Suite 240 Miami, Fl., 33186
Andres E. Quintero	Vice-President	9010 SW 137 Ave. Suite 240 Miami, Fl., 33186

**ARTICLE X  
SHARES**

Rosario Costantino	450 Shares
Andres E. Quintero	50 Shares

**ARTICLE XI  
REGISTER AGENT**

The name and address of the Register Office of this corporation shall be:  
German Pena, P.A. 9010 SW 137<sup>th</sup> Ave. Suite 240 Miami, Fl., 33186 Pursuant to  
Florida Status Section 607.164, having been named to accept process for the above  
State Corporation, at the place design in these Articles of Incorporation, I hereby  
accept to agree to act in this capacity, and agree to comply with the provisions of  
said act relative to keeping open said office.

By 

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**ARTICLE XII  
AMENDMENT**

These Articles of Incorporation may be amended in the manner provide by laws. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at the stockholders meeting by majority of the stock entitled to vote them on, unless the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.



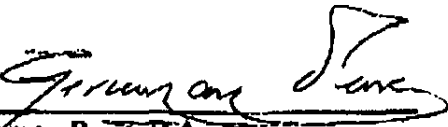
Rosarid Costantino  
President



Andres E. Quintero  
Vice-President

**ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT**

Having been made initial registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.



German Peña, P.A.