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FILED
95 FEB 24 PM 4: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES
OF INCORPORATION OF
TELEFRUTAS COMMUNICATIONS, INC.

We, the undersigned, hereby associate together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provision of the Laws of said State providing for the information, liabilities, rights, privileges and immunities of a corporation for profit.-----

ARTICLE I
NAME, ADDRESS AND AGENT

The name of this corporation shall be: TELEFRUTAS COMMUNICATIONS, INC. and after referred to as the corporation). Its Principal office shall be located at: 2891 COLLINS AVE, MIAMI BEACH, FLORIDA 33140 its registered agent shall be : ADRIANA OLAYA

ARTICLE II
NATURE OF BUSINESS

Section 1. The general nature of the business and objects and purposes to be transacted, promote and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might of could, viz -----
A-. To carry on business in the United States of North America or any foreign Country or Countries, to buy, sell, export, lease, sub-lease, hold, procure, transport, manufacture, acquire and deal generally, both wholesale and retail, in goods and services of all type, both as principal, and agent, in any part of the world.

ARTICLE III
CAPITAL STOCK

The capital stock of the Corporation upon commencing business operations shall consist of ONE HUNDRED (100) Shares of \$ 10.00 dollars per value for incorporation purposes, each share

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will have a nominal value set at TEN DOLLARS (\$10.00) per share as consideration. Said shares of common stock to have \$10.00 as per value, all shares to be issued fully paid and non assessable, The capital stock of this Corporation may be paid in lawfull money of the U.S.A. in property, labor or services at a fair and just valuation to be fixed by the stockholder or by the Board of directors. Determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which the Corporation shall begin business shall be not less than ONE THOUSAND DOLLARS (1000.00)

ARTICLE V
TERM OF EXISTENCE

The Corporation shall have perpetual existence. - - - - -

ARTICLE VI
BOARD OF DIRECTORS

The Board of Directors shall consist or not less than (1) Persons.

ARTICLE VII
INITIAL DIRECTORS AND OFFICERS

The name and address of the first Board of Director who subject to the provisions of these articles of Incorporation, the By-laws and the act of the Legislature approved June 1, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified are the following. - - - - -

NAME	ADDRESS	TITLE
ADRIANA OLAYA	2891 COLLINS AVE. MIAMI BEACH, FL 33140	PRESIDENT

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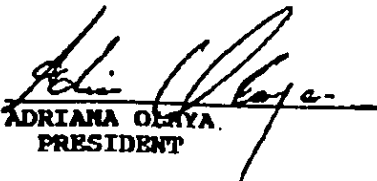
ARTICLE VIII
SUBSCRIBERS

NAME	TITLE	SHARES
ADRIANA OLAYA	PRESIDENT SECRETARY	-100%-

ARTICLE IX
BY-LAWS

The regulation of the business and the conduct of the affair of the corporation and the provision creating and limiting the power of the corporation, the directors and the stockholders or any class of stockholders of the corporation, shall be controlled by the By-Laws which shall be adopted by stockholders of the corporation as soon as practicable after the corporation shall be formed which said By-Laws may from time to time and whenever be necessary by amended by the Board of Directors of the Corporation IN WITNESS WHEREOF, The undersigned have made and signed these of incorporation at Miami, Florida County of Dade. - - - - -

WITNESS:



 ADRIANA OLAYA
 PRESIDENT

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**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 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:

TELEFRUITAS COMMUNICATIONS, INC.

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

ADRIANA OLAYA
2891 COLLINS AVE.
MIAMI BEACH, FLORIDA 33140

Signature: _____

Adriana Olaya
ADRIANA OLAYA
President

HAVING BEEN NAMED AS REGISTERED ANAGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLEE WITH THE PROVISIONS AF ALL STATUTES RELATING TO THE PROPERT AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Adriana Olaya
ADRIANA OLAYA
Registered Agent

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