

P9600000 9793

Chapter Number 9793

1/20/96

Requestor's Name
Address PBR
City State ZIP Phone

VALIDATION ONLY

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95 JAN 31 AM 11:12
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

International Telecommunications Associates, Inc.

EMPIRE Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
- Change of Registered Agent
- Certified Copy
- Photo Copies
- Certificate Under Seal
- Call When Ready
- Call if Problem
- After 4:30
- Walk In
- Will Wait
- Pick Up
- Mail Out

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W.P. Verifier

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ARTICLES OF INCORPORATION
OF
INTERNATIONAL TELECOMMUNICATIONS ASSOCIATES, INC.

Article I - Name

The name of this corporation is International Telecommunications Associates, Inc.

Article II- Street Address

The street address of the initial principal office of this Corporation is

777 South Flagler Drive
Suite 800 West
West Palm Beach, FL 33401

Article III - Mailing Address

The mailing address of this corporation is:

c/o Law Offices of James A. Stuber
222 Lakeview Ave. #160-311
West Palm Beach, FL 33401

Article IV - Capital Stock

This corporation is authorized to issue 1,000 shares of common stock with no par value.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is:

Law Offices of James A. Stuber
Phillips Point, West Tower, Suite 800
West Palm Beach, FL 33401

The name of the initial registered agent of this corporation at that office is James A. Stuber.

Article VI - Incorporator

The name and address of the person signing these Articles is:

James A. Stuber
1400 Village Blvd., #928
West Palm Beach, FL 33409

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Article VII - Initial Board of Directors

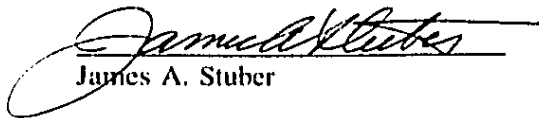
This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

James A. Stuber
1400 Village Blvd., #928
West Palm Beach, FL 33409

Article VII - Indemnification

The Corporation shall indemnify and hold harmless each shareholder, officer, and director of the Corporation, and the agents of each of them (referred to as "Indemnified Parties") from and against any loss, expense, damage, or injury that the Indemnified Party suffers or sustains due to any act or omission, or alleged act or omission, that arises out of the Party's activities on behalf of the Corporation or in furtherance of the interest of the Corporation. Such losses, expenses, damages, or injuries shall include, but are not limited to, any judgment, award, settlement, reasonable attorney's fees, and other costs or expenses incurred in connection with the defense of any actual or threatened action, proceeding, or claim. However, the act or omission, or alleged act or omission, on which an actual or threatened action, proceeding, or claim is based must not have been performed or omitted fraudulently or in bad faith, as a result of wanton and willful misconduct, or due to gross negligence by the Indemnified Party.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of January, 1996.

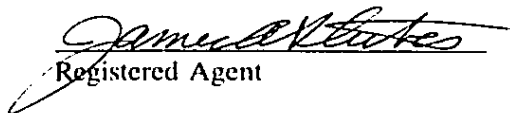

James A. Stuber

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated this 29th day of January, 1996.


Registered Agent