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ACCOUNT NO. : 072100000032

REFERENCE : 926275-4303929

AUTHORIZATION : Patricia Puyet

COST LIMIT : \$ 122.50

ORDER DATE : August 13, 1998

ORDER TIME : 11:24 AM

ORDER NO. : 926275-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Stephanie Johnson  
GREENBERG TRAUIG

1221 Brickell Avenue  
20th Floor  
Miami, FL 33131

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SECRETARY OF STATE  
DIVISION OF CORPORATION  
98 AUG 13 PM 3:01  
80000261525

DOMESTIC FILING

NAME: TELEFONICA USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

J 8/13/98

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DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION**  
**OF**  
**TELEFONICA USA, INC.**

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**ARTICLE I**

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

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is c/o Patricia Menendez Cambo, Esq., Greenberg Traurig, P.A., 1221 Brickell Avenue, Miami, Florida 33131.

**ARTICLE III**

The authorized capital stock of the Corporation, the par value thereof, and the characteristics of such stock shall be as follows:

| <b><u>Number of Shares<br/>Authorized</u></b> | <b><u>Par Value<br/>Per Share</u></b> | <b><u>Class of<br/>Stock</u></b> |
|---|---------------------------------------|----------------------------------|
| 1,000   | \$ 0.01                               | Common                           |

**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 by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the shares of stock of the Corporation entitled to vote 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 street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one (1) 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 four (4), and the name and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

| <u>Name</u>          | <u>Address</u>  |
|----------------------|---|
| 1. Juan Rovira       | c/o Patricia Menendez Cambo<br>Greenberg Traurig<br>1221 Brickell Avenue<br>Miami, FL 33131 |
| 2. Rafael Hernandez  | c/o Patricia Menendez Cambo<br>Greenberg Traurig<br>1221 Brickell Avenue<br>Miami, FL 33131 |
| 3. Abel Linares      | c/o Patricia Menendez Cambo<br>Greenberg Traurig<br>1221 Brickell Avenue<br>Miami, FL 33131 |
| 4. Enrique Carrasçal | c/o Patricia Menendez Cambo<br>Greenberg Traurig<br>1221 Brickell Avenue<br>Miami, FL 33131 |

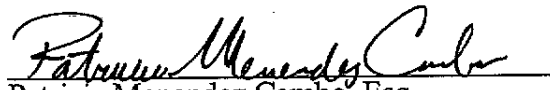
**ARTICLE VII**

The name of the Incorporator is Patricia Menendez Cambo, Esq., and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

**ARTICLE VIII**

The 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 12<sup>th</sup> day of August, 1998.

  
\_\_\_\_\_  
Patricia Menendez Cambo, Esq.

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

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

Corporation Service Company

*Laura R. Dunlap*

Agent for Registered Agent

Dated: August 13, 1998

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