

P99000032540

HESSEN,
SCHIMMEL &
DE CASTRO,
P.A.
Attorneys at Law

391 Coral Way
Penthouse Two
Miami, Florida 33145

Telephone
(305) 447-1112

Facsimile
(305) 444-6707

April 1, 1999

100002829191--1
-04/05/99--01092--019
****122.50 *****78.75

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

Re: *Hand-cell, Great Tel Corporation*

Dear Sirs:

Enclosed please find an original and a copy of the Articles of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

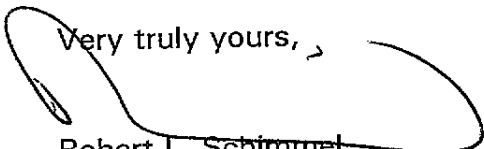
Also enclosed is a check covering the fees and charges for the items listed below, as indicated:

<input checked="" type="checkbox"/>	Articles of Incorporation filing fee:	\$ 35.00
<input checked="" type="checkbox"/>	Certified copy of Articles of Incorporation	\$ 52.50
<input checked="" type="checkbox"/>	Registered Agent Designation Filing Fee	\$ 35.00
	Total Enclosed:	\$122.50

FILED
APR - 5 AM 10:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Very truly yours,


Robert L. Schimmel

Encl.
RLS/noa

Donna Oliver GAVE
AUTHORIZATION BY P.O. IE TO
CORRECTOR *Coy Thomas*
DATE *4-5-99*
DOC. EXAM *CB*

CB
4-5-99

ARTICLES OF INCORPORATION

OF

HAND-CELL & GREAT TEL CORPORATION

FILED
99 APR -5 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be HAND-CELL & GREAT TEL CORPORATION

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation with the Secretary of State of the State of Florida. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America or any other State, Territory, Country or Nation.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue One Thousand (1000) shares of common capital stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of Directors on this corporation's Initial Board of Directors shall be three (3). The number of Directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one. The initial Directors will be:

Antonio Mesiano
3460 S.W. 153rd Avenue
Miami, Florida 33185

Nicolas Alberto Barbuto
3460 S.W. 153rd Avenue
Miami, Florida 33185

Jorge Enrique Safranchik
3460 S.W. 153rd Avenue
Miami, Florida 33185

ARTICLE VI. PRINCIPAL OFFICE & MAILING ADDRESS

The address of this corporation's principal office and its mailing address shall be:

3460 S.W. 153rd Avenue
Miami, Florida 33185

ARTICLE VII. INITIAL REGISTERED OFFICE & AGENT

The name and address of this corporation's initial registered agent and office shall be:

Robert L. Schimmel
Hessen, Schimmel & De Castro, P.A.
3191 Coral Way, Ph-2
Miami, Florida 33145

ARTICLE VIII. INCORPORATOR

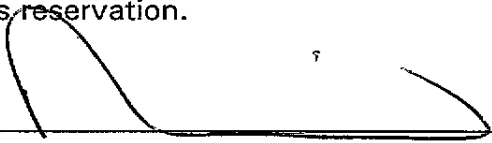
The name and address of the individual who shall serve as this corporation's
incorporator is:

Robert L. Schimmel
3191 Coral Way, Ph-2
Miami, Florida 33145

FILED
APR -5 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX. AMENDMENT

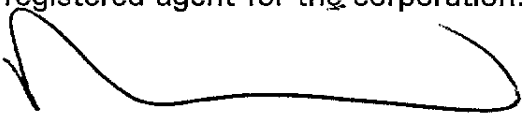
This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Robert L. Schimmel, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I hereby accept my designation as resident agent and agree to serve as the resident agent of HAND-CELL & GREAT . I hereby state that I am familiar with and
TEL CORPORATION
accept the duties and responsibilities as registered agent for the corporation.



Robert L. Schimmel - Registered Agent

STATE OF FLORIDA
COUNTY OF DADE

On this 18th day of April, 1999, Robert L. Schimmel the incorporator and the individual who shall serve as the corporation's initial registered agent, who is

known to me, personally appeared before me and signed and acknowledged signing these Articles of Incorporation.

Aracely Ruiz
Notary Public, State of Florida

