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TRANSMITTAL LETTER

Department of state
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-06/03/99--01026--020
*****78.75 *****78.75

SUBJECT: SERRA LIMA TELECOMMUNICATIONS, INC.
(Proposed Corporate Name - Must Include Suffix)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
Certificate

\$122.50
Filing Fee
Certified Copy

\$131.25
Filing Fee
Certified Copy
Certificate

ADDITIONAL COPY REQUIRED

From:

RONALDO ANTUNES FREITAS
Name (Printed or Typed)
301 NW 35th Court #6
Address
Pompano Beach, FL 33064
City - State - Zip
(508) 620-1577
Daytime Telephone Number

FILED
99 JUN -3 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUN - 8 1999

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**ARTICLES OF INCORPORATION OF:
SERRA LIMA TELECOMMUNICATIONS, INC.**

FILED
'99 JUN -3 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **SERRA LIMA TELECOMMUNICATIONS, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles which the Department of State.

ARTICLE III - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 per value common stock that shall be designated to "Common Shares".

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

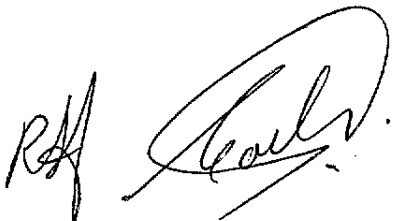
ARTICLE VI LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are 301 NW 35th Court #6 – Pompano Beach, Florida, 33064. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII SUBSCRIBERS

This name and street addresses and the number of shares of stock, subscribe to by each person signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Ronaldo A. Freitas President / Secretary	8 Lilac Circle Marlborough – MA – 01752	50%
Carlos M. Coelho Vice-President / Treasurer	17 Woodlawn Drive Trumbull – CT – 06611	50%



ARTICLE VIII AMENDMENT

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, Proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE IX LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the state of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE X INDEMNIFICATION

The corporation shall indemnify any office or director, to the full extent permitted by law.

ARTICLE XI DISSOLUTION

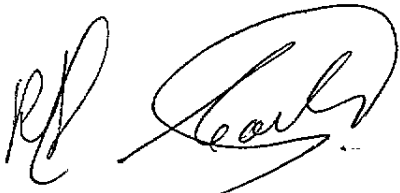
The corporation may be dissolved at any time on the affirmative vote or the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debt of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

ARTICLE XII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 301 NW 35th Court #6 – Pompano Beach, Florida, 33064, and the name of the initial registered agent of this corporation at that address is Ronaldo A. Freitas.

ARTICLE XIII INITIAL BOARD OF DIRECTORS/INCORPORATION

This corporation shall have two (2) directors initially. The number of Directors may be increased or diminished from time to time in accordance with by-laws adopted by the stockholders. The name and address of the initial Board of Directors of this corporation is:



NAME

ADDRESS

Ronaldo A. Freitas
President / Secretary

8 Lilac Circle
Marlborough – MA – 01752

Carlos M. Coelho
Vice-President / Treasurer

17 Woodlawn Drive
Trumbull – CT – 06611

IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this 27th day of May, 1999



Signature

RONALDO ANTUNES FREITAS
PRESIDENT / SECRETARY



Signature

CARLOS MARTINS COELHO
VICE-PRESIDENT / TREASURER

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

FILED
99 JUN -3 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENTS IN DESIGNATING THE REGISTERED OFFICE AND
REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation is **SERRA LIMA TELECOMMUNICATIONS, INC.**
2. The name and address of the registered agent and office is:

Ronaldo A. Freitas

President / Secretary

301 NW 35th Court #6

Address

Pompano Beach - FL - 33064

City - State - Zip

Having been named as registered agent 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 comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Signature)

05/27/99

(Date)