

999000094447



ACCOUNT NO. : 072100000032

REFERENCE : 430177 4303929

AUTHORIZATION

COST LIMIT : \$ 70.00

Patricia Piquet

ORDER DATE : October 25, 1999

ORDER TIME : 10:55 AM

ORDER NO. : 430177-005

CUSTOMER NO: 4303929

400003023504-8

CUSTOMER: Mr. Erik Rodriguez
GREENBERG TRAUIG, P.A.
GREENBERG TRAUIG, P.A.
1221 Brickell Avenue
21st Floor
Miami, FL 33131

DOMESTIC FILING

NAME: TELEFONICA SAM USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

*509
W99-24560*

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 25 PM 6:15
RECEIVED
99 OCT 25 AM 11:44
DIVISION OF STATE
WILLIAM S. HILL
TALLAHASSEE, FLORIDA
8/10/26/99



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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 25, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: TELEFONICA SAM USA, INC.
Ref. Number: W99000024560

RECEIVED
Please use the original
document for filing date.

We have received your document for TELEFONICA SAM USA, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 599A00051219

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

TELEFONICA SAM USA, INC.

ARTICLE I

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

ARTICLE II

The address of the initial principal office and the mailing address of the Corporation is c/o Greenberg Traurig, P.A., 1221 Brickell Avenue, 21st Floor, Miami, Florida 33131.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

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 all votes entitled to be cast 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 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 one (1), and the name of the member of the initial Board of Directors, who is to serve as the Corporation's director until successors are duly elected and qualified is:

Jose Antonio Rios
c/o Greenberg Traurig, P.A.
1221 Brickell Avenue, 21st Floor
Miami, Florida 33131

ARTICLE VII

The name of the Incorporator is Elsa Gagnon and the address of the Incorporator is 1221 Brickell Avenue, 21st Floor, Miami, Florida 33131.

ARTICLE VIII

This 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 21 day of May, 1999.


Elsa Gagnon, Esq.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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

CORPORATION SERVICE COMPANY

Deborah D. Skipper

Deborah D. Skipper
as Agent for the Registered Agent

Dated: October 25, 1999

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