

PO00000008082  
Secretary of State  
Capitol Bldg  
Tallahassee, Florida

Attn: Corporate Division

Re: ARTICLES OF INCORPORATION

Gentlemen:

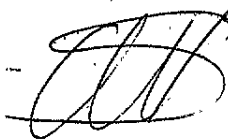
Enclosed herewith find the original and one copy of the above reference, together with the Registered Agent's form.

The duplicate copy has been subscribed in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify same and return to me at your earliest convenience.

I am enclosing herewith my check for 78.75 to take care of all costs.

Thank you in advance for your cooperation in this regard.

Very truly yours,

x 

encl.

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-01/18/00--01111--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

FILED  
00 JAN 18 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T BROWN JAN 25 2000

THIS IS TO CERTIFY that we, the undersigned hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I  
CORPORATE NAME

The name of this Corporation is: *INSITEL*

ARTICLE II  
NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all things herein mentioned, fully and to the same extent as a natural person might or could do, viz.:

(a) To purchase, require, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire, construct, equip, operate, manage, and in any other manner deal in real and/or personal property of every name and nature, including stocks and securities of other corporations, and to loan money and to take securities for the payment of all sums due the corporation, and to sell, assign, and release such securities, and to carry on any useful business in connection therewith.

(b) To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the laws of the State of Florida, and to so engage in and carry on said business or businesses in Florida or any other State in the United States or in any foreign country.

(c) To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of anyone of the purposes or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporation, either in the State of throughout the United States and elsewhere, and to do any other acts or things incidental or pertinent to or connected with the business hereinbefore described or any part or parts thereof, if not inconsistent with the Laws under which this corporation is organized.

(d) That the main business of this corporation is as follows:

*IMPORT AND EXPORT*

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00 JAN 18 PM 3:05  
IN SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The total amount of the authorized capital stock of the corporation shall be 100

The whole or any part of the capital stock of said Corporation shall be payable in lawful money of the United States of America, or peopwery, labor or services, at a just valuation to be fixed by the Board of Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Board of Directors.

ARTICLE IV  
AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which the corporation shall begin business shall be Five Hundred (\$500.00) Dollars.

ARTICLE V  
CORPORATION EXISTENCE

Said Corporation shall ave perpetual existence unless sooner dissolved according to law.

ARTICLE VI  
PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be  
3275 HAVILAND CT. SUITE 204  
PALM HARBOUR FL 34684

with no privilege, however, of having branch offices or places of business at any other poace or places within or without the State of Florida, or in foreign countries.

ARTICLE VII  
BOARD OF DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors of this corporation, the President, Vice-President Secretary and Treasurer (the offices of Secretary and Treasurer may be combined and held by one person as Secretary-Treasurer), who, subject to the provisions of these Articles of Incorporation and the By-Laws and General Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
AIVARO SALAZAR	PRES.	3275 HAVILAND CT. SUITE 204 PALM HARBOUR FL. 34684

ARTICLE VIII  
NAMES AND POST OFFICES ADDRESSES OF  
SUBSCRIBERS AND AMOUNT PAID PER SHARE

<u>NAME</u>	<u>ADDRESS</u>	<u>NO SHARES</u>	<u>PAID</u>
RIVARO SALAZAR SS# 451-51-8759	3275 HAVILAND CT SUITE 204 PALM HARBOR FL 34684	100	500.00

ARTICLE IX  
SPECIAL CHARTER PROVISIONS

The number of Directors of the corporation, who need not be stockholders, may not be less than one(1) and may be increased to and not more than nine (9) members as may be provided by the By-Laws. In case of a vacancy in the Board of Directors, through death, resignation, disqualification, or other cause, such vacancy shall be filled for the unexpired term by the affirmative vote of a majority of the remaining Directors. In case of any increase in the number of Directors, the additional Directors shall be elected by the affirmative vote of a majority of the Directors then in office.

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

(a) Subject to the By-Laws, if any, adopted by the Stockholders, to make, alter, amend or repeal the By-Laws of the Corporation.

(b) If the By-Laws so provide, to designate by resolution two(2) or more of their number to constitute an Executive Committee, which shall have and may exercise any or all of the powers of the Board of Directors in the management of the business affairs and property of the corporation during the intervals between the meetings of the Board of Directors, so far as may be permitted by law.

(c) From time to time, to determine whether and to what extent and at what time and place and under what conditions and regulations the accurate accounts and books of the corporation (other than the stock ledger) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of the corporation except as conferred by Statute, unless authorized by a resolution of the Stockholders or Directors.

(d) The corporation may at any meeting of its Board of Directors sell, lease or exchange all of the property and assets essential to its corporate business, upon such terms and conditions, either for cash, for the securities or any other corporation or corporations, or for such other transactions as its Board of Directors deem expedient and for the best interest of the corporation when and authorized by the affirmative vote of the holders of record of at least two-thirds (2/3) of the stock of each class issued and outstanding given at Stockholders' Meeting duly called for the purpose, or when authorized by the written consent of the holders of record of at least two-thirds (2/3) of the stock of each class issued and outstanding.

(e) Both stockholders and directors shall have the power, if the By-Laws so provide, to hold their meeting either within or without the State of Florida, to have one or more offices and to keep the books of the corporation, subject to the provisions of the laws of the State of Florida, within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.

(f) No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the corporation is or are interested in, or is a Director or Officer or are Directors or Officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any Directors or Director of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person, persona, firm or corporation, and each and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation in which he may be in anywise interested. Any Director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company.

(g) Upon any increased issue of stock, the stockholders shall have the pro rata preferential right to subscribe therefor at such price and on such terms as the Board of Directors may, in each instance, fix,

(h) None of the Stockholders' shares can be sold, pledged, or encumbered by any of the individual Stockholders unless it first be offered to the other Stockholders in proportion to the number of shares held by them at the ten market value, by giving the other Stockholders notice in writing of intention to sell, after which notice the other Stockholders shall have thirty (30) days within which to either accept or reject the offer.

In the event of acceptance, a closing date and place shall be fixed within ten (10) days after acceptance for the transfer of the selling Stockholder's stock and the delivery of the price therefor. Such stock shall be delivered free and clear of all liens, encumbrances or restrictions.

Nothing herein contained shall restrict the free transfer of the shares of stock of any shareholders to and from their respective spouses.

#### ARTICLE X

This corporation reserves the right to amend, alter, change, or repeal any provision in the Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

#### ARTICLE XI

Registered Office and Registered Agent:

COURTNEY GRIFFITHS  
1470 N.E. 175 TERR #511  
MIAMI, FL. 33161

IN WITNESS WHEREOF, We, the undersigned, being all of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, and the United States, do make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true; and do respectively agree to take the number of shares of stock hereinbefore set forth, and accordingly, have hereunto set our hands and seals this 10<sup>th</sup> day of JANUARY 2000

X [Signature] (SEAL)

\_\_\_\_ (SEAL)

\_\_\_\_ (SEAL)

STATE OF FLORIDA )  
                          ) ss  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, qualified to take acknowledgments and administer oaths, personally appeared:

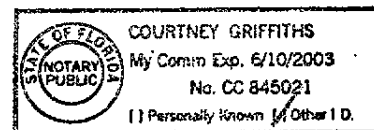
DIVANO SALAZAR

each of whom to me is well known, and known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and each of them acknowledged before me, according to law, they made and subscribed the same for the uses and purposes therein expressed and set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 10 day of JANUARY, 2000

[Signature]  
Notary Public, State of Florida  
At Large

My Commission Expires:



2/c 5426-018-64-057-0

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

COURTNEY GRIFFITHS

FILED  
JAN 18 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes,  
the following is submitted, in compliance with said Act:

First ---That INSITEL INC.

desiring to organize under the laws of the State of FL.

with its principal office, as indicated in the articles of  
incorporation at the City Palm Harbor County of Hillsborough  
State of FLORIDA, has named

COURTNEY GRIFFITHS

located at 1470 N.E 175 TERL #511 MIAMI FL 33161  
(Street address and number of building,  
Post Office Box address not acceptable)

City of MIAMI, County of DADE

State of Florida, as its agent to accept service of process  
within this state.

ACKNOWLEDGMENT;

(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for  
the above stated corporation, at place designated in this  
certificate, I hereby accept to act in this capacity, and  
agree to comply with the provision of said Acti relative  
to keeping open office.

By: 