

ARTHUR J. CAPPELLA  
CERTIFIED PUBLIC ACCOUNTANT

TEL.: (561) 732-3113  
FAX: (561) 732-1129

1100 S. FEDERAL HIGHWAY  
BOYNTON BEACH, FL 33435

PO00000051402

STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

400003259154--3  
-05/19/00--01060--004  
\*\*\*\*\*78.50 \*\*\*\*\*78.50

DEAR SIR:

ENCLOSED, PLEASE FIND CHECK FOR \$ 78.50 FOR INCORPORATING  
VITELCOM USA, INC.

WHEN COMPLETED PLEASE RETURN TO:

ARTHUR J CAPPELLA  
CERTIFIED PUBLIC ACCOUNTANT  
1100 SOUTH FEDERAL HWY  
BOYNTON BEACH, FL 33435

THANKING YOU IN ADVANCE.

SINCERELY,



ARTHUR J CAPPELLA  
CERTIFIED PUBLIC ACCOUNTANT

AJC/PT

FILED  
00 MAY 19 AM 11:27  
TALLAHASSEE, FLORIDA

A.C.  
5-25-00

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE I, NAME

The name of this corporation shall be:

VITELCOM USA, INC.

ARTICLE II, NATURE OF BUSINESS

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

ARTICLE III, CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any time is Five Hundred (500) Shares of common stock, of One Dollar (\$1.00) par value.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than One Hundred (\$100.00) Dollars.

ARTICLE V, TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in the State of the principal Office of the Corporation shall be:

1100 S. FEDERAL HIGHWAY, BOYTON BEACH, FL. 33435

The Board of Directors may from time to time move the principal office to any other address in Florida.

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00 MAY 19 AM 11:27  
STATE  
TALLAHASSEE, FLORIDA

ARTICLE VII, INITIAL BOARD OF DIRECTORS

This Corporation shall have        Director(s) initially.

The number of Directors may be either increased or diminished by the by-laws adopted by the shareholders but shall never be less than one. The name and address of the initial Director of this Corporation:

JOAO C. PUCCI  
1100 S FEDERAL HWY STE 4  
BOYNTON BEACH, FL 33435

ARTICLE VIII, INCORPORATOR

The names and addresses of the Incorporators:

JOAO C. PUCCI  
1100 S. FEDERAL HWY STE 4  
BOYNTON BEACH, FL 33435

ARTICLE IX, BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X, AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI, SUB-CHAPTER S CORPORATION

This Corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE.

THE REGISTERED AGENT JOAO C. PUCCI LOCATED AT  
1100 S. FEDERAL HIGHWAY, BOYTON BEACH, FL. 33435

ACCEPT THIS POSITION AS SIGNED BELOW: I HEREBY AM FAMILAR WITH  
AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT  
FOR SAID CORPORATION.

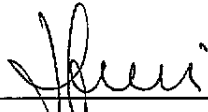
X 

THE REGISTERED OFFICE WILL BE AT 1100 S. FEDERAL HIGHWAY  
BOYTON BEACH, FL. 33435

X 

FILED  
00 MAY 19 AM 11:27  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, as subscribing  
incorporators, have hereinto set our hands and seals this  
15 day of MAY 2000 for the purpose of  
forming this Corporation under the Laws of the State of Florida,  
and hereby make and file, in the office of the Secretary of the  
State of Florida, these Articles of Incorporation, and certify  
that the facts herein stated are true.

x   
JOAO C. PUCCI

SWORN TO AND SUBSCRIBED BEFORE ME

THIS \_\_\_\_\_ day of \_\_\_\_\_

\_\_\_\_\_  
Notary Public