



THE UNITED STATES  
CORPORATION  
COMPANY

P00000053086

ACCOUNT NO. : 072100000032

REFERENCE : 716390 4303929

AUTHORIZATION : *Patricia Pizut*

COST LIMIT : \$ 78.75

ORDER DATE : June 1, 2000

ORDER TIME : 10:20 AM

ORDER NO. : 716390-005

200003273202--4

CUSTOMER NO: 4303929

CUSTOMER: Ms. Stephanie C. Johnson  
GREENBERG TRAUIG HOFFMAN  
GREENBERG TRAUIG HOFFMAN  
1221 Brickell Avenue

Miami, FL 33131-3238

DOMESTIC FILING

NAME: TELEFONICA SHARED SERVICES,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED  
00 JUN -1 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
00 JUN -1 AM 11:23  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**TELEFONICA SHARED SERVICES, INC.**

**FILED**  
00 JUN -1 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is TELEFONICA SHARED SERVICES, INC. (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 1221 Brickell Avenue, Miami, Florida 33131.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital 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 two (2), and the name and address of the members of the initial Board of Directors, who are to serve as the Corporation's

directors until successors are duly elected and qualified are:

Rafael Hernandez  
1001 Brickell Bay Drive  
Miami, Florida 33131

Juan Aleson  
1001 Brickell Bay Drive  
Miami, Florida 33131

#### ARTICLE VII

The name of the Incorporator is Patricia Menendez Cambo and the address of the Incorporator is 1221 Brickell Avenue, 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 30 day of May, 2000.

P. M. Cambo  
Patricia Menendez Cambo, Incorporator

#### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of TELEFONICA SHARED SERVICES, 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

BRIAN COURTNEY, ASST. VP.

Agent for the Registered Agent

Dated: June 1, 2000

FILED  
00 JUN -1 PM12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA