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TRANSMITTAL LETTER

FILED

00 JUN 15 AM 8:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: RTL Communications, Corp.
(Proposed corporate name - must include suffix)

400003291844- - 7
-06/15/00--01101--008
*****78.75 *****78.75

Enclosed is 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: Perey, Behar; Assoe. PA
Name (Printed or typed)

13935 NW 1st Ave
Address

Miami, Fl. 33168
City, State & Zip

305-688-9694.
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

P. Behar 6/15/00

**ARTICLES OF INCORPORATION
OF
RTL COMMUNICATIONS, CORP.**

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We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations. SECRETARY OF STATE
STATE OF MISSISSIPPI, FLORIDA

ARTICLE I

The name of this corporation shall be:

RTL COMMUNICATIONS, CORP.

ARTICLE II

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

It shall have the authority to issue 100 shares of stock, all of one class, with \$ 1.00 par value.

ARTICLE IV

The corporation shall begin with \$ 100.00 capital.

ARTICLE V

The period of its duration is perpetual.

ARTICLE VI

The address of its principal office is:

**4995 NW 72nd Ave., Suite 401
Miami, FL. 33166**

Prepared by:
Perez, Behar & Associates, P.A.
13935 NW 1st Avenue
Miami, FL. 33168
305-688-9694

ARTICLE VII

The number of directors constituting its initial Board of Directors is (3) whose name(s) and address(es) is (are):

Ruben Serracin
895 NW 134th Place
Miami, FL. 33182
President 33.33%

Leonardo Moran
4995 NW 72nd Ave. #401
Miami, FL. 33166
Vice President 33.33%

Heriberto Lopez
4995 NW 72nd Ave. #401
Miami, FL. 33166
Vice President 33.33%

ARTICLE VIII

The name and address of the subscriber is:

Ruben Serracin
895 NW 134th Place
Miami, FL. 33182

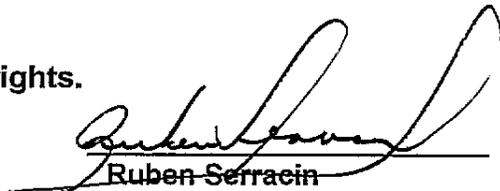
ARTICLE IX

The permanent agent and address for the corporation shall be:

PEREZ, BEHAR & ASSOCIATES, PA.
13935 NW 1st AVENUE
MIAMI, FL. 33168

ARTICLE X

Shareholders shall be entitled to preemptive rights.


Ruben Serracin

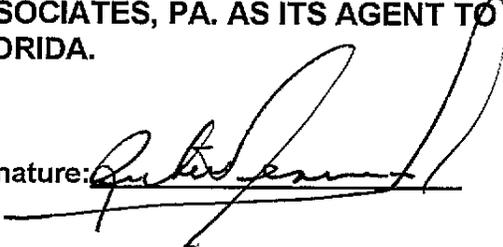
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT RTL COMMUNICATIONS, CORP. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA HAS NAMED PEREZ, BEHAR & ASSOCIATES, PA. AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: 

Title: PRESIDENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Signature: 

RAMON PEREZ/ VICE-PRESIDENT
PEREZ, BEHAR & ASSOCIATES,PA.

Date: 6/12/00