



THE UNITED STATES
CORPORATION
COMPANY

PO0000068394

ACCOUNT NO. : 072100000032

REFERENCE : 767020 7203138

AUTHORIZATION : Patricia Pujols

COST LIMIT : \$ 78.75

ORDER DATE : July 18, 2000

ORDER TIME : 10:52 AM

ORDER NO. : 767020-005

300003326483--6

CUSTOMER NO: 7203138

CUSTOMER: Mr. Mauricio Botero-paramo
International Satellite
Telecommunications Inc.
2977 Mcfarlane Road

Coconut Grove, FL 33133

DOMESTIC FILING

NAME: NETWORLD TELE-AMERICA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

FILED
00 JUL 18 PM 12:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
00 JUL 18 AM 11:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304-6000

T BROWN JUL 18 2000

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**ARTICLES OF INCORPORATION
OF
NetWorld Tele-America, Inc.**

FILED
00 JUL 18 PM 12:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The name of the Corporation is: NetWorld Tele-America, Inc.

ARTICLE I

The maximum number of shares of capital stock that the Corporation is authorized to issue is TWENTY FIVE Million (25,000,000) shares, at \$1.00 par value each share.

ARTICLE II

The Corporation will be a "C Corp" and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

The name and street address of the Incorporator signing these Articles of Incorporation is:

Omar Botero Canal
3333 Hallssee Street
Coconut Grove, Florida 33133

ARTICLE IV

The principal office of the Corporation is: 3333 Hallssee Street, Coconut Grove, FL 33133.

ARTICLE V

The street address of the initial registered agent of the Corporation is: 3333 Hallssee Street, Coconut Grove, FL 33133 and the name of the initial registered agent of the Corporation is: Omar Botero Canal.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 17 day of July, 2000.


Omar Botero Canal

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation was acknowledged before me this 17 day of July,
2000 by Omar Botero Canal, who has produced
B361-640-67-010 as identification and who
did take an oath.

Belitza Hernandez
NOTARY PUBLIC

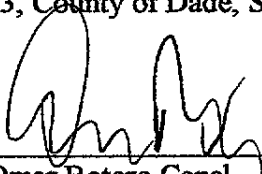
My Commission Expires:



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

FILED
00 JUL 18 PM 12:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

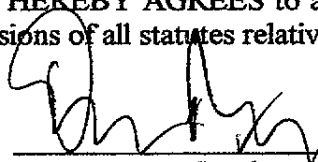
FIRST: That NetWorld Tele-America, Inc. desiring to organize or qualify under the laws of the State of Florida, has named Omar Botero Canal as its registered agent with offices located at 3333 Halissee Street, Coconut Grove, Florida 33133, County of Dade, State of Florida to accept service of process within the State of Florida.



Omar Botero Canal

July 17, 2000

HAVING BEEN named to accept service of process for the above stated Corporation, at the place designated in this certificate, the undersigned HEREBY AGREES to act in said capacity, and FURTHER AGREES to comply with the provisions of all statutes relative to the proper and complete performance of its duties.



Omar Botero Canal

July 17, 2000