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## Florida Department of State

Division of Corporations

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From: Angie Calabrese

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## BASIC AMENDMENT

NEWWORLD TELESITES, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
NEWWORLD TELESITES, INC.**

The Articles of Incorporation of NEWWORLD TELESITES, INC. are hereby amended and restated, pursuant to Section 607.1007 of the Florida Business Corporation Act, to read in their entirety as follows:

**ARTICLE I.  
NAME**

The name of the corporation is: NEW WORLD TELESITES, INC.. (hereinafter referred to as the "Company").

**ARTICLE II.  
DURATION**

The Company is to have perpetual existence.

**ARTICLE III.  
PURPOSE**

The purpose for which the Company is formed is to conduct any lawful business, and said Company shall possess and have all the powers now and hereafter conferred by the laws of the State of Florida upon corporations organized thereunder.

**ARTICLE IV.  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office address and mailing address of the Company is: 1101 Brickell Avenue, Suite 505N, Miami, Florida 33131.

**ARTICLE V.  
CAPITAL STOCK**

The total number of shares which the Company is authorized to issue is FIFTY MILLION (50,000,000) shares, par value \$0.001 per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Company, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

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**ARTICLE VI.**  
**REGISTERED OFFICE AND AGENT**

The street address of the Company's registered office is: One Southeast Third Avenue, 28<sup>th</sup> Floor, Miami, Florida 33131. The name of the Company's registered agent at that office is American Information Services, Inc.

**ARTICLE VII.**  
**INDEMNIFICATION**

To the maximum extent permitted by the Florida law, the Company shall:

(a) indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of the Company), by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Company or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful; and

(b) indemnify any person who was or is a party to any proceeding by or in the right of the Company to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof.

Expenses incurred by an officer or director in defending a civil or criminal proceeding shall be paid by the Company in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Company.

The indemnification and advancement of expenses provided pursuant to this Article VII are not exclusive, and the Company may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement vote of shareholders or disinterested directors, or otherwise both as to action in his or her official capacity and as to action in another capacity while holding such office.

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**ARTICLE VIII.  
AMENDMENTS**

The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are granted subject to this reservation.

**ARTICLE IX.  
EFFECTIVE DATE**

These Restated and Amended Articles of Incorporation shall be effective immediately upon the filing of same with the Florida Department of State and shall supersede the original Articles of Incorporation, and any amendments thereto as filed with the Florida Secretary of State's Office on July 18, 2000.

The above Amended and Restated Articles of Incorporation were adopted and approved by all of the Directors and all of the shareholders of the Company with the number of votes cast for the amendments by the shareholders being sufficient for approval of such amendments on December 6, 2000.

IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles of Incorporation on behalf of the Company this 6th day of December, 2000.

NEWWORLD TELESITES, INC.

By: 

Omar Botero Canal  
Chief Executive Officer, President  
and Director

By: 

Mauricio Botero Canal  
Secretary

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**ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of New World Telesites, Inc., a Florida corporation (the "Company"), in the Company's Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Company at the designated registered office, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 6th day of December, 2000.

AMERICAN INFORMATION SERVICES, INC.

By:

  
Angelica M. Calabrese, Assistant Secretary