

TRANSMITTAL LETTER
P000000069323

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

SUBJECT: ARCOIRIS TELECOMMUNICATIONS CORP.
(Proposed corporate name - must include suffix)

800003324368--3
-07/17/00--01113--004
*****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 of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: NEWTON SOLOMON
Name (Printed or typed)

5800 SW 127 Ave. # 2410
Address

MIAMI, FL 33183
City, State & Zip

305-752-0319
Daytime Telephone number

FILED
00 JUL 17 PM 1:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

T BROWN JUL 20 2000

**ARTICLES OF INCORPORATION
of
Arcoiris Telecommunications Corporation**

FILED
00 JUL 17 PM 1:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is Arcoiris Telecommunications Corporation.

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

5800 SW 127 Ave # 2410
Miami, FL 33183

**ARTICLE III
SHARES**

The total number of shares which the corporation shall have authority to issue is 100 shares of no par value stock.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Newton Solomon
Arcoiris Telecommunications Corporation
5800 SW 127 Ave. # 2410
Miami-Dade County
Miami, FL 33183

ARTICLE V PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of the United States of America and the laws of the state of Florida, particularly as it relates to purchasing and reselling activities.

ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Arturo Rios Moll
5800 SW 127 Ave. # 2410
Miami, FL 33183

Newton Solomon
5800 SW 127 Ave. # 2410
Miami, FL 33183

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Corporate Seal. The corporation shall have no corporate seal.

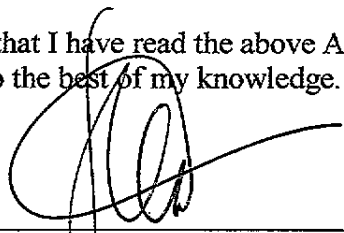
Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

ARTICLE IX BY-LAWS

The power to adopt, alter, amend or repeal by-laws is vested in the board of directors.

Certification


I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Newton Solomon, Incorporator
5800 SW 127 Ave. # 2410
Miami, FL 33183

State of Florida, County of Miami-Dade, ss:

Subscribed and sworn before me this 13th day of July, 20 00 by
Newton Solomon, known to me and to me well known.



Notary Public
State of Florida at Large



Newton Solomon
5800 SW 127 Ave. # 2410
Miami, FL 33183

Newton Solomon

July 13, 2000

Florida Department of State
Division of Corporations
Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

FILED
00 JUL 17 PM 1:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Sir or Mesdames:

I, Newton Solomon, hereby state that I am familiar with and accept the duties and responsibilities as registered agent for the corporation whose Articles of Incorporation are filed herewith.

Telephone numbers for ARCOIRIS TELECOMMUNICATIONS CORPORATION, are:

Voice 305-752-0319

Fax 305-752-2132

Sincerely,



Newton Solomon

Enclosures