

LESLIE L. FLOREZ
ATTORNEY AT LAW

782 N.W. LEJEUNE ROAD
SUITE 350
MIAMI, FLORIDA 33126

MEMBER OF THE
MISSOURI AND FLORIDA BARS

TELEPHONE
(305) 448-8838
FAX: (305) 448-2788

P000000083081

8/28/00

DSS Clerk:

5000003376325--6
-08/29/00-01064--008
*****78.75 *****78.75

Please Record be enclosed protocols of
Incorporation and, Return the
included copy, stamped by your
office to: (self-ADD. envelope)

Leslie Florez, Esq.

782 N.W. Lejeune Road

Suite 350

MIAMI FL 33126

Thank you.

00 AUG 29 AM 9:16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF INCORPORATION
OF
TELE-METRIX GROUP, INC.**

00 AUG 29 AM 9:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, have executed the following document as incorporator of the above named Corporation, organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the Corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be **TELE-METRIX GROUP, INC.** The address of the Corporation shall be **250 Bird Road, Suite 206, Coral Gables, Florida 33146.**

ARTICLE II

This Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this Corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said Corporation shall further have powers:

To have perpetual succession by its Corporate name;

To sue and be sued, complain, and defend in its Corporate name in all actions or proceedings;

To have a Corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, where ever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise

dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other

government, state, territory, governmental district, or municipality or any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issues its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its Corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within this state;

To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be promoter, incorporator, partner, member, associated, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the Corporation to the full extent as permitted by Florida Statute 607.014.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is the total sum of **one thousand (1000) shares at no par value.**

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this Corporation.

ARTICLE V

The address of the initial registered office and the name of the initial resident agent of this Corporation shall be:

LAZARO FERNANDEZ
250 Bird Road, Suite 206
Coral Gables, Florida 33146

ARTICLE VI

The initial Board of Director shall consist of a total of four (4) individuals/entities, and the name(s) and address(es) of this individual/entity who will serve as initial director(s) is/are:

JUAN HERNANDEZ
25 Morningside Drive
Coral Gables, Florida 33133

LAZARO FERNANDEZ
6740 Royal Palm Drive
Miami, Florida 33157

CARLOS CASTRO
20824 San Simeon Way
Miami, Florida 33179

LUZ RESTREPO
6294 S.W. 42nd Street
Miami, Florida 33134

The name and address of the incorporator executing this Articles of Incorporation is:

LAZARO FERNANDEZ
6740 Royal Palm Drive
Miami, Florida 33157

ARTICLE VII

The names and addresses of the Officers of this corporation who shall hold office for the first year or until their successors are chose shall be:

NAME	TITLE	ADDRESS
Lazaro Fernandez	President/Secretary	6740 Royal Palm Drive Coral Gables, FL 33133
Juan Hernandez	Vice-president	25 Morningside Drive Coral Gables, FL 33133
Carlos Castro	Vice-President	20824 San Simeon Way Miami, Florida 33179
Luz Restrepo	Treasurer	6294 S.W. 42 nd Street Miami, Florida 33134

ARTICLE VIII

The names and post office addresses of the subscribers and the number of shares each agree to take are:

NAME	ADDRESS	NUMBER OF SHARES
Juan Hernandez	25 Morningside Drive Coral Gables, FL 33133	140

Lazaro Fernandez 6740 Royal Palm Drive 700
Miami, FL 33157

Carlos Castro 20824 San Simeon Way 130
Miami, FL 33179

Luz Restrepo 6294 S.W. 42nd Street 30
Coral Gables, FL 33134

IN WITNESS WHEREFORE, the undersigned incorporator signed this document on this 28th day of August, 2000.


LAZARO FERNANDEZ

STATE OF FLORIDA)

SS:

COUNTY OF DADE)

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared **LAZARO FERNANDEZ** personally known to me, to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County aforesaid, this 28th day of August, 2000.

Personally known x or produced identification x
Type of Identification Produced Florida Drivers License


NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



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

IN COMPLIANCE with Section 607.034 of the Florida Statutes, the following is submitted:

TELE-METRIX GROUP, INC.
250 Bird Road, Suite 206
Coral Gables, Florida 33146

desiring to organize or qualify under the laws of the State of Florida, with its principal place of
business in the City of Miami, County of Dade, State of Florida, has named:

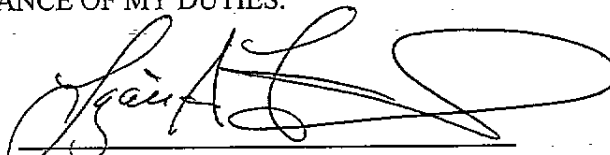
LAZARO FERNANDEZ, as its agent to accept service of process within the State of Florida,
with the registered as:

TELE-METRIX GROUP, INC.
250 Bird Road, Suite 206
Coral Gables, Florida 33146

ACKNOWLEDGMENTS

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

DATED: August 28, 2000.


LAZARO FERNANDEZ
REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 AUG 29 AM 9:16

FILED