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Florida Department of State
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To:
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Account Name : EMPIRE CORPORATE KIT COMPANY
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00 OCT 20 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

C & L TELECOM AND SYSTEMS CONSULTING, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

C & L TELECOM AND SYSTEMS CONSULTING, INC.

ARTICLE I - NAME

The Legal Name of this Corporation is:

C & L TELECOM AND SYSTEMS CONSULTING, INC.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any business and / or activities permitted under the Laws of the United States of America and State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is ONE HUNDRED, Shares of Common Stock having a per value of \$ 1.00 (One) per each share. The Capital Stock is \$ 100.00.

ARTICLE - V

INITIAL AND PRINCIPAL REGISTERED OFFICE AND AGENT

The initial and principal registered office of this Corporation shall be at: 88 GRAND CANAL DRIVE, # 310, MIAMI, FLORIDA 33144. and the initial and principal registered agent of the Corporation shall be: CARLOS A. SIERRA PINEDA who upon accepting this designation and agree, to comply with the provisions of Section No. 48.091, Florida Statute as amended from time to time, with respect to keeping an office open for service of process.

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of FOUR members. The number of Directors may be increased and / or decreased from time to time, by the affirmative vote of a majority of the Board of Directors and by the affirmative vote of the stockholders of not less than two-thirds (2/3) of the outstanding stock of the corporation. The number of Directors never shall be less than One (1) and no more than Five (5). The Names and addresses of the Directors constituting the initial Board of Directors are:

NAME	ADDRESS
1.- CARLOS A. SIERRA PINEDA PRESIDENT	85 GRAND CANAL DR # 310 MIAMI, FLORIDA 33144
2.- LUIS A. DUENAS RUIZ SECRETARY	85 GRAND CANAL DR # 310 MIAMI, FLORIDA 33144
3.- SANDRA P. SANCHEZ SUAREZ VICE-PRESIDENT	85 GRAND CANAL DR # 310 MIAMI, FLORIDA 33144
4.- CLARA I. GRASS BARRERA TREASURER	85 GRAND CANAL DR # 310 MIAMI, FLORIDA 33144

ARTICLE - VII

The stockholders of this corporation shall have the power to include in the By-Laws, or adopt resolutions by a two-thirds (2/3) majority and regulatory or restrictive provision regarding the proposed sale, transfer or other disposition of the corporation's stock by its stockholders or in the event of death of any stockholder. Said restrictions shall be binding upon third parties with actual knowledge thereof or if the same, or notice of the same, shall be plainly written upon the certificate evidencing ownership of the stock.

ARTICLE VIII- INCORPORATOR

The Name and Address of the Incorporator signing these Articles of Incorporation is:

NAME	ADDRESS
CARLOS A. SIERRA PINEDA INCORPORATOR	85 GRAND CANAL DR # 310 MIAMI, FLORIDA 33144


INCORPORATOR-SIGNATURE

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ACCEPTANCE OF REGISTERED AGENT
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Having been Named to accept Service of Process for: C & L TELECOM & SYSTEMS CONSULTING, INC. at the place designated in the Articles of Incorporation. I, CARLOS A. SIERRA PINEDA, accept to act in this capacity, and agree to comply with the provisions of Section 48.091 relative to keeping open said office.

Miami-Dade County
State of Florida
Date: SEPT 28 OF 2000

By: 
Signature - Registered Agent.

Witness my hand, signed before me:
at Miami-Dade County
Sept 28 of, 2000
State of Florida.
Dade County


Richard Charles III - Notary Public.

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