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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known) **000003512530--1**
 -12/26/00--01011--010
 *****78.75 *****78.75

1. _____ (Corporation Name) _____ (Document #)
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 TALLAHASSEE FLORIDA

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<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 DIVISION OF CORPORATIONS
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Examiner's Initials _____

ARTICLES OF INCORPORATION

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ARTICLE I. NAME

The name of this corporation is **Ktel Communications, Inc.**

ARTICLE II. NATURE OF BUSINESS

Ktel Communications, Inc. is organized for the purpose of transacting any lawful business for which corporations may be formed in Florida.

ARTICLE III. TERM OF EXISTENCE

The duration of **Ktel Communications, Inc.** is perpetual.

ARTICLE IV. CAPITAL STOCK

Ktel Communications, Inc. is authorized to issue 15,000 shares of common stock, par value \$10.00 per share.

ARTICLE V. ADDRESS

The principle address of **Ktel Communications, Inc.** is:

801 SW 3rd Ave
Suite 200
Miami, Fl 33130

and the name of the initial registered agent of this corporation at this address is **Maggy Lin.**

ARTICLE VI, INITIAL DIRECTORS

Ktel Communications, Inc. shall have four (4) directors, and the number of directors may be changes as provided in the bylaws, but shall never be less than one. The name and address of the initial directors are:

Francis Lin 801 SW 3rd Ave Suite 200 Miami, Fl 33130	Vice-President/Director
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Felix Hernan Salas 801 SW 3rd Ave Suite 200 Miami, Fl 33130	President/Director
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Hugo Hernandez 801 SW 3rd Ave Suite 200 Miami, Fl 33130	Director
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Maggy Lin 801 SW 3rd Ave Suite 200 Miami, Fl 33130	Secretary/Director
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ARTICLE VII, INCORPORATOR

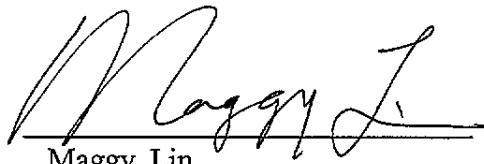
The name and addresses of the incorporator of this corporation are:

Maggy Lin
801 SW 3rd Ave Suite 200
Miami, Fl 33130

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this
18th day of December

STATE OF FLORIDA)

COUNTY OF DADE)



Maggy Lin
Incorporator

Before me, a notary public authorized take acknowledgments in the state and county seats above, personally appeared Maggy Lin, known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and the acknowledge before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 18th day of December 2000.

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:

ACCEPTANCE OF APPOINTMENT

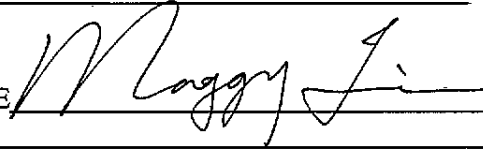
OF

REGISTERED AGENT

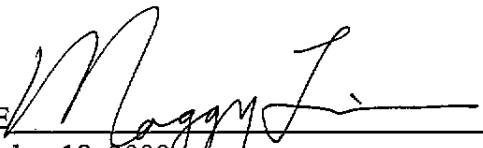
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **Ktel Communications, Inc.**

2. The name and address of the registered agent and office is:
Maggy Lin
801 SW 3rd Ave Suite 200
Miami, Fl 33130

SIGNATURE 
TITLE _____
DATE December 18, 2000

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THE CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
DATE December 18, 2000

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