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MANUEL GARCIA-RUBIO
ATTORNEY AT LAW
9630 S.W. 9TH TERR
MIAMI FL 33174

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC 22 PM 1:17

FILED

Secretary of State
Division of Corporations
P O Box 6327
Tallahassee, Fl. 32314

Subject: Blue Bell Telecom Inc.
Enclosed are an original and one (1) copy of the articles of incorporation
and a check for \$78.75 (Filing Fee, and Certified Copy).

Thank you for your attention to the above

From: Manuel Garcia-Rubio
Attorney at Law
9630 SW 9th Terr
Miami, Fl. 33174
305-220-0370

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*****78.75 *****78.75

F. CHESSEN JAN 2 2000

**Articles of Incorporation
Of
Blue Bell Telecom Inc.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**Article I
Name**

The name of the corporation shall be:

Blue Bell Telecom Inc.

**Article II
Nature of Business**

The corporation shall have the powers to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**Article III
Mailing Address**

The initial mailing address of the corporation is:

777 NW 72 Ave # 3E2
Miami Fl 33126

**Article IV
Duration**

This corporation shall exist perpetually.

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Article V

Capital stock

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1000 shares of common stock, par value \$ 1.00 per share.

Article VI

Right to Vote

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in this articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

Article VII

Board of Directors

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The election of directors shall be done in accordance with the bylaws. The directors shall be protected from personal liability to the fullest extent permitted by the Florida Business Corporation Act. The names of each initial members of the board of directors are:

Nelson J. Perez
777 NW 72 Ave # 3E2
Miami Fl 33126

Article VIII
Registered Agent

The name and address of the registered agent of the corporation:

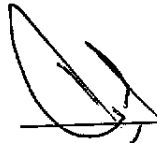
Nelson J. Perez
777 NW 72 Ave # 3E2
Miami Fl 33126

Article IX
Incorporators

The name and address of the incorporator is:

Nelson J. Perez
777 NW 72 Ave # 3E2
Miami Fl 33126

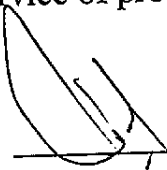
IN WITNESS WHEREOF, the incorporator have executed these
Articles of Incorporation on 12 / 15 /2000



Nelson J. Perez
777 NW 72 Ave # 3E2
Miami Fl 33126

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

In compliance with Section 48.091, Florida Statutes, the following is submitted: Blue Bell Telecom Inc., organized under the laws of the State of Florida, with its principal place of business at 777 NW 72 Ave # 3E2 Miami Fl, 33126, has named Nelson J Perez at 777 NW 72 Ave # 3E2 Miami Fl 33126 as its agent to accept service of process within this state.

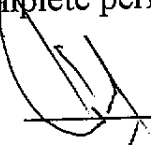


Secretary

Dated: 12 / 15 /2000

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I 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.

By



Nelson J Perez

Dated: 12 / 15 /2000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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