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Law Offices

Gary J. Rotella & Associates, P.A.

NEW RIVER CENTER
SUITE 1850
200 EAST LAS OLAS BOULEVARD
FORT LAUDERDALE, FLORIDA 33301-2276

TELEPHONE (954) 763-2500
TELEFAX (954) 467-2231
MIAMI (305) 757-8054

September 10, 2001

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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA: **FEDERAL EXPRESS**

RE: **El Baraka, Inc.**

Dear Sir/Madam:

With respect to the above captioned matter, please find enclosed under this cover the following documents for recording:

1. Amended Articles of Incorporation of El Baraka, Inc.;
2. State of Florida, Uniform Commercial Code Financing Statement (Form UCC-1);
and
3. Security Agreement (Chattel Mortgage).

Please return recorded documents to our office in the enclosed self-addressed stamped envelope. Thank you for your anticipated cooperation and please contact me should you have any questions regarding these documents.

Thank you.

Very truly yours,



Robert P. Kelly

RPK/jmw
Enclosures

Amendment
LFT
10-5-2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 OCT -5 PM 12:08



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 14, 2001

Robert P. Kelly
% Gary J. Rotella & Associates, P.A.
200 East Las Olas Blvd., Suite 1850
Ft. Lauderdale, FL 33301-2276

SUBJECT: EL BARAKA, INC.
Ref. Number: P01000019689

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Please list the title of the officer.

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 501A00051747

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October 3, 2001

*Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
ATTN: Louise Flemming-Jackson*

RE: *El Baraka, Inc.*

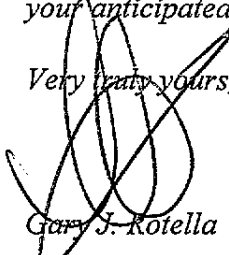
Dear Ms. Flemming-Jackson:

With respect to the above captioned matter and pursuant to your correspondence under cover of September 14, 2001, please find enclosed under this cover Gary J. Rotella & Associates, P.A.'s Check Number 13194 in the amount of Thirty Five Dollars and No/100 (\$35.00) representing the filing fee to file Amended Articles of Incorporation of El Baraka, Inc.

Furthermore, please note that Abdel Ghani Nefraoui's title has been added to the documents as requested.

Please process accordingly and should you have any questions, please contact me. Thank you for your anticipated cooperation.

Very truly yours,



Gary J. Rotella

GJR/jmw

Enclosure

2001 OCT -5 PM 12: 08

AMENDED
ARTICLES OF INCORPORATION
OF
EL BARAKA, INC.

I, the undersigned, upon Motion duly made, seconded and carried at the Special Meeting, August 9, 2001 at 6:00 p.m., do hereby execute the following Amended Articles Of Incorporation of El Baraka, Inc., pursuant to the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a Corporation For Profit.

ARTICLE I.
NAME

The name of the Corporation shall be EL BARAKA, INC.

ARTICLE II.
DURATION

The corporation shall have perpetual existence.

ARTICLE III.
PURPOSE

The corporation shall be entitled to engage in any and all lawful activities or business regarding telecommunications permitted under the laws of the United States and of this State. This

Prepared By: Gary J. Rotella, Esquire
Florida Bar No. 281115
Gary J. Rotella & Associates, P.A.
New River Center, Suite 1850
200 East Las Olas Boulevard
Fort Lauderdale, FL 33301-2276

corporation reserves the right if it so wishes to elect to be a 1361 Subchapter S corporation under Section 1361 of the Internal Revenue Code and the right to elect to approve and adopt a plan to offer shares of common stock for sale under said section of the Internal Revenue Service Code and all other rights contained therein and may elect to receive all rights granted under any other Section of the Internal Revenue Service Code of 1954 as amended.

ARTICLE IV.
CAPITAL STOCK

The maximum number of shares of stock with One Dollar (\$1.00) par value that this Corporation is authorized to issue and have outstanding at one time is One Thousand (1000) shares.

ARTICLE V.
CAPITALIZATION

The corporation began business with not less than One Thousand Dollars (\$1,000).

ARTICLE VI.
REGISTERED AGENT

The name and address of the registered agent of the corporation is Gary J. Rotella, Esquire, Gary J. Rotella & Associates, P.A., whose address is New River Center, Suite 1850, 200 East Las Olas Boulevard, Fort Lauderdale, Florida 33301-2276.

ARTICLE VII.
REGISTERED OFFICE

The initial registered office of this Corporation shall be:

New River Center, Suite 1850
200 East Las Olas Boulevard
Fort Lauderdale, Florida 33301-2276

1. To adopt or amend by-laws not inconsistent with any by-laws that may have been adopted by the stockholders.
2. To purchase and sell real and/or personal property, and to authorize and cause to be executed mortgages or other instruments upon or encumbering the real and personal property of the Corporation.
3. When, and as authorized by affirmative vote given at a meeting or by the written consent of stockholders of record holding at least a majority of the stock, to sell, lease or exchange all of the real and personal property and assets of the corporation, excluding its good will and its corporate business, upon such terms and conditions as the Board of Directors deem expedient.

ARTICLE X.
INCORPORATOR

The name and address of the person signing these Amended Articles is:

ABDEL GHANI NEFRAOUI

2514 Taft Street
Hollywood, Florida 33020

ARTICLE XI.
OFFICERS

The names and addresses of the officers of this Corporation are as follows:

ABDEL GHANI NEFRAOUI
PRESIDENT

2514 Taft Street
Hollywood, Florida 33020

ARTICLE VIII.
CORPORATE OFFICES

The principal place of business of the Corporation shall be 715 South 21st Avenue, Hollywood, Florida 33020, but the Corporation may maintain offices and transact business in such places within and without the State of Florida as may, from time to time, be designated by the Board of Directors.

ARTICLE IX.
DIRECTORS

- A. The Corporation shall have not less than one (1) nor more than five (5) Directors. Vacancies in the Board of Directors occurring at any time for any reason shall only be filled for the unexpired time by the stockholders at a meeting called for the purpose in the manner prescribed by the By-Laws.
- B. On August 9, 2001, it was adopted to amend "Directors" to reflect the members of the Board of Directors as follows: The names and addresses of the members of the Board of Directors, who subject to the By-Laws of the Corporation, or until their successors are elected or appointed and have qualified, are as follows:

ABDEL GHANI NEFRAOUI

2514 Taft Street
Hollywood, Florida 33020


- C. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

ARTICLE XII.
AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in the Amended Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

The amendments above were approved by the shareholders and the number of votes cast for the amendments by shareholders was sufficient for approval.

I, the undersigned, being the Director and Officer hereinabove named, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hand and seal this 20 day of August, 2001.

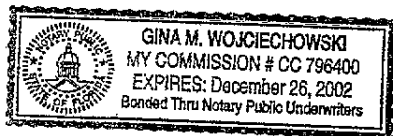


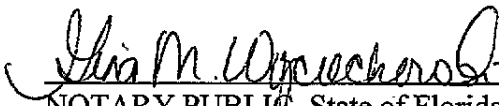
ABDEL GHANI NEFRAOUI, President

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 20 day of August, 2001, by Abdel Ghani Nefraoui,, who is ✓ personally known to me or _____ who has produced _____, as identification and who did/did not take an oath.

My Commission Expires:





NOTARY PUBLIC, State of Florida
GINA M. WOJCIECHOWSKI
Printed Name of Notary