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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 205-0381

From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
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Fax Number : (305) 633-9696

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**FLORIDA PROFIT CORPORATION OR P.A.**

**PHONE CENTER USA, INC.**

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**ARTICLES OF INCORPORATION**

WE, THE UNDERSIGNED, SUBSCRIBERS TO THESE ARTICLES FOR THE FORMATION OF A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT.

**ARTICLE I**

**CORPORATE NAME**

THE NAME OF THIS CORPORATION SHALL BE PHONE CENTER USA, INC.

**ARTICLE II**

**NATURE OF CORPORATE BUSINESS**

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

**ARTICLE III**

**CAPITAL STOCK**

THIS CORPORATION SHALL BE AUTHORIZED TO HAVE A MAXIMUM OF FIVE HUNDRED (500) SHARES OF STOCKS OUTSTANDING AT ANY GIVEN TIME. THE SHARES OF STOCK AUTHORIZED SHALL HAVE A PAR VALUE OF ONE DOLLAR (\$1.00).

**ARTICLE IV**

**INITIAL CAPITAL**

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE ONE HUNDRED AND 00/00 (\$100.00) DOLLARS.

PREPARED BY: CORDERO CPA P.A.  
ALFONSO CORDERO  
8025 NW 36 STREET STE. 302  
MIAMI, FLORIDA 33166

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**ARTICLE V**

**DURATION AND BEGINNING OF CORPORATE EXISTENCE**

THIS CORPORATION IS TO EXIST PERPETUALLY. THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN APRIL 19, 2001.

**ARTICLE VI**

**PRINCIPAL OFFICE AND REGISTERED AGENT**

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

2801 NW 74 AVENUE STE. 170  
MIAMI, FLORIDA 33122

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE OF THIS CORPORATION TO ANY OTHER ADDRESS IN FLORIDA. THE REGISTERED AGENT OF THIS CORPORATION SHALL BE:

HECTOR A. PARRA  
2801 NW 74 AVENUE STE. 170  
MIAMI, FLORIDA 33122

**ARTICLE VII**

**DIRECTORS**

THIS CORPORATION SHALL HAVE THREE DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED, OR DIMINISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS.

CARLOS E. RODRIGUEZ  
2801 NW 74 AVENUE STE. 170  
MIAMI, FLORIDA 33122

LUZ M. SANDOVAL  
2801 NW 74 AVENUE STE. 170  
MIAMI, FLORIDA 33122

HECTOR A. PARRA  
2801 NW 74 AVENUE STE. 170  
MIAMI, FLORIDA 33122

## **ARTICLE VIII**

### **BOARD MEMBERS**

THE NAME AND TITLE OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS AND THE STATE OF CORPORATE OFFICERS IS AS FOLLOWS:

NAME	TITLE
CARLOS E. RODRIGUEZ	PRESIDENT
LUZ. M. SANDOVAL	TREASURER
HECTOR A. PARRA	SECRETARY

## **ARTICLE IX**

### **SUBSCRIBERS**

THE NAME AND ADDRESS OF THE SUBSCRIBERS OF THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

CARLOS E. RODRIGUEZ  
2801 NW 74 AVENUE STE. 170  
MIAMI, FLORIDA 33122

LUZ M. SANDOVAL  
2801 NW 74 AVENUE STE. 170  
MIAMI, FLORIDA 33122

HECTOR A. PARRA  
2801 NW 74 AVENUE STE. 170  
MIAMI, FLORIDA 33122

## **ARTICLE X**

### **PREEMPTIVE RIGHTS**

SHOULD ANY STOCKHOLDER WISH TO DISPOSE OF HIS STOCK IT SHALL FIRST BE OFFERED TO THE REMAINING STOCKHOLDERS, AT A PRICE NO GREATER THAN A BONA-FIDE OFFER BY ANY THIRD PERSON, AND SAID SHALL BE AVAILABLE FOR A PERIOD OF NINETY (90) DAYS TO SUCH REMAINING STOCKHOLDERS. IN THE EVENT THAT ANY OF SAID STOCK IS NOT PURCHASED BY ANY OF THE REMAINING STOCKHOLDERS WITHIN NINETY (90) DAYS OF THE OFFER, SAID STOCK MAY THEN BE SOLD BY THE STOCKHOLDER TO A THIRD PERSON APPROVED BY THE OTHER SHAREHOLDERS.

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ARTICLE XI

AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON.

ARTICLE XII

THE STOCK OF THIS CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE, SO THAT THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVE THE BENEFITS PROVIDED THEREUNDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THE 19 DAY OF APRIL 2001.

  
CARLOS E. RODRIGUEZ

  
LUZ M. SANDOVAL

  
HECTOR A. PARRA

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ACKNOWLEDGMENT

HAVING BEEN NAMED ABOVE AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE SLATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THE CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

  
HECTOR A. PARRA

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