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Florida Department of State
Division of Corporations
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Division of Corporations
Fax Number : (850) 203-0381

From:
Account Name : PAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

AZUL TEL, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

ARTICLE ONE
NAME

The name of the Corporation shall be:

AZUL TEL, INC.

ARTICLE TWO
NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE
TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: filing date.

ARTICLE FOUR
CORPORATE ADDRESS

The address of the principal office of the corporation is:
7730 SW 68 TR, MIAMI, FL 33143.

The corporate mailing address is: P.O. BOX 832137, MIAMI, FL
33283-2137

PREPARED BY: BALLESTAS AND ASSOCIATES, INC.
P.O. BOX 832137
MIAMI, FL 33283-2137
(305) 279-3268

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ARTICLE FIVE
INCORPORATOR

The undersigned corporation does hereby act as incorporator in adopting these Articles of Incorporation for the purpose of organizing a corporation pursuant to the provisions of the Florida Business Corporation Act.

BALLESTAS AND ASSOCIATES, INC., a Florida Corporation
P.O. BOX 832137
MIAMI, FL 33283-2137

ARTICLE SIX
MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin Business shall not be less than One Hundred Dollars (\$100.00), or such greater amount as may be required by law.

ARTICLE SEVEN
CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

A. Designation: The Stock of this Corporation shall be known as Common Stock.

B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is ONE THOUSAND (1000).

C. Par value: Each share of Common Stock shall have the par value of ONE DOLLAR (\$1.00).

ARTICLE EIGHT
ASSIGNATION OF REGISTERED OFFICE
AND REGISTERED AGENT

The Registered office for this Corporation shall be:

7730 SW 68 TR
MIAMI, FL 33143

The registered agent for this Corporation shall be:

BALLESTAS AND ASSOCIATES, INC.
at the above address.

ARTICLE NINE
CORPORATE DIRECTORS

The following individual(s) is (are) the Director(s) and officers of the corporation:

GASTON SASTRE, PRES., SEC., DIRECTOR
7730 SW 68 TR.
MIAMI, FL 33143

IN WITNESS WHEREOF, the undersigned incorporator does make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

DATE: This 3rd day of August, 2001.

BALLESTAS AND ASSOCIATES, INC.
By Achilles Ballestas, President


Incorporator

STATE OF FLORIDA:

: S.S.:

COUNTY OF MIAMI-DADE:

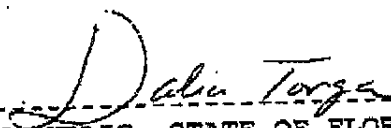
BEFORE ME, the undersigned authority, personally appeared:

ACHILLES BALLESTAS

To me well known and known to me to be the individuals described, and who executed the foregoing Articles of Incorporation, and who acknowledged before me that the same was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and Official Seal at Miami, Miami-Dade County, Florida.

Date: This 3rd day of August, 2001.


NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My commission expires:



Dalia Torga
Commission # 00904801
Expires Feb. 27, 2004
Bonded Through
Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHO PROCESS CAN BE SERVED.

In pursuance of Florida Statutes, the following is submitted in
Compliance with said statutes:

THAT AZUL TEL, INC. desiring to organize under the Laws of the
State of Florida with its principal office, as indicated in the
Articles of Incorporation at the City of Miami, County of Miami-
Dade, State of Florida, has named BALLESTAS AND ASSOCIATES, INC.,
a Florida Resident, whose registered address is 7730 SW 68 TR.,
City of MIAMI, County of Miami-Dade, State of Florida, as its
Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated corporation, at place assigned in this Certificate, I
hereby accept to act in this capacity, and agree to comply with
the provision of Florida Statutes relative to keeping open said
office.

BALLESTAS AND ASSOCIATES, INC.
By: Achilles Ballestas, President


Resident Agent

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