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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
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

IPPHONENET, INC.

Certificate of Status	0
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Page Count	06
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

IPPHONENET, INC.

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CORPORATE NAME AND PRINCIPAL PLACE OF BUSINESS

IPPHONENET, INC.
5100 North Ocean Blvd.
Building A, Suite 908
Ft. Lauderdale, Florida 33308

ARTICLE II

CORPORATE EXISTENCE

The existence of the corporation shall be perpetual. Corporate existence shall begin upon the filing of the Articles of Incorporation by the Florida Department of State.

ARTICLE III

NATURE OF CORPORATE BUSINESS

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

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue a maximum of one thousand (1000) shares of stock. The shares authorized shall be common stock, having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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ARTICLE V**INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

**Guillermo Manrique
5100 North Ocean Blvd.
Building A. Suite 908
Ft. Lauderdale, Florida 33308**

ARTICLE VI**INITIAL BOARD OF DIRECTORS**

This Corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time according to the by-laws, but shall never be less than one.

The names and addresses of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Rocio Perdomo	5100 North Ocean Blvd. Building A. Suite 908 Ft. Lauderdale, Florida 33308
Guillermo Manrique	5100 North Ocean Blvd. Building A. Suite 908 Ft. Lauderdale, Florida 33308

The members of this Board of Directors shall hold office until the first annual meeting of stockholders of the Corporation.

ARTICLE VII**INCORPORATORS**

The name and post office of the Incorporator executing these Articles of
Incorporation is as follows:

INCORPORATOR**Rocio Perdomo****ADDRESS****5100 North Ocean Blvd.
Building A. Suite 908
Ft. Lauderdale, Florida 33308**

The undersigned, being the original subscriber to these Articles of Incorporation,
for the purpose of forming a Corporation for profit and to do business both within and
outside of the State of Florida, do hereby make, subscribe, acknowledge and file these
Articles of Incorporation, hereby declaring and certifying that the facts herein stated are
true and, accordingly, has hereunto set his hand and seal this

31st day of July, 2001



Rocio Perdomo

STATE OF FLORIDA)

) SS

COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized in the State of Florida, County of MIAMI-DADE to take acknowledgments, personally appeared **Guillermo Manrique**, the person described as Incorporator in the foregoing Articles of Incorporation or who presented the following identification:

FLDL# M562-280-62-131-0

WITNESS my hand and seal at Miami-Dade County, Florida this 31st day of July, 2001.



Notary Public
State of Florida

My Commission expires:



Kendrick G. Whittle
Commission # CC 952143
Expires June 29, 2004
Bonded Firm
Atlantic Bonding Co., Inc.

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CERTIFICATE DESIGNATING REGISTERED
AGENT FOR SERVICE OF PROCESS

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates
Guillermo Manrique, as its registered Agent to accept service of process within this
State.


Guillermo Manrique

The undersigned hereby accepts the foregoing designation as Registered Agent
for service of process within the State of Florida, and agrees to comply with the
provisions of the law applicable to said designation.


Guillermo Manrique

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