



# PO1000081380

ACCOUNT NO. : 072100000032

REFERENCE : 429761 4303929

AUTHORIZATION :

*Patricia Piguet*

COST LIMIT : \$ 78.75

FILED  
2001 AUG 17 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ORDER DATE : August 17, 2001

ORDER TIME : 11:46 AM

ORDER NO. : 429761-010

200004540352--2

CUSTOMER NO: 4303929

CUSTOMER: Myrna Golinsky, Legal Asst  
Greenberg Traurig, P.a.

1221 Brickell Avenue  
21st Floor  
Miami, FL 33131-3238

DOMESTIC FILING

NAME: FONE HUT USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 AUG 17 PM 1:36  
NOT PRESENTED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

*8/17/01*

ARTICLES OF INCORPORATION

OF

FONE HUT USA, INC.

FILED

2001 AUG 17 PM 2: 05

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the corporation is **FONE HUT USA, INC.** (the "Corporation").

ARTICLE II - ADDRESS

The address of the principal office and the mailing address of the Corporation is c/o Jose A. Santos, Jr., 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
10,000	\$ 0.01	Common

The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors of the corporation, equivalent to or greater than the full par value of the shares.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the Corporation's initial registered office in the State of Florida is 1201 Hays Street, Florida 32301, City of Tallahassee, County of Leon, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

FILED

2001 AUG 17 PM 2:05

**ARTICLE VII - INCORPORATOR**

The name of the Incorporator is Bert Diaz, and the address of the Incorporator is 1221 E Brickell Avenue, Miami, Florida 33131.

SECRET  
TALLAHASSEE FLORIDA

**ARTICLE VIII - BYLAWS**

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

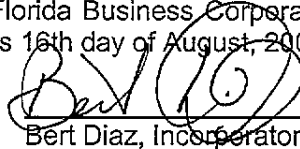
**ARTICLE IX - INDEMNIFICATION**

This Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

**ARTICLE X - AMENDMENT**

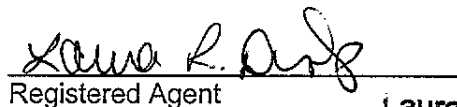
The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles of Incorporation may confer upon the Corporation may be modified by or cancelled by a vote of the shareholders to amend or repeal said Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 16th day of August, 2001.

  
Bert Diaz, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of FONE HUT USA, INC. in the foregoing Articles of Incorporation, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
Registered Agent

Dated: August 17, 2001

Laura R. Dunlap  
as its agent