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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 429761 4303929

AUTHORIZATION : *Patricia Pizots*

COST LIMIT : \$ 78.75

ORDER DATE : August 17, 2001

ORDER TIME : 11:44 AM

ORDER NO. : 429761-005

CUSTOMER NO: 4303929

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

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

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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DOMESTIC FILING

NAME: FONE RANGE 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:

EW
8/17/01

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**ARTICLES OF INCORPORATION
OF
FONE RANGE USA, INC.**

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TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the corporation is **FONE RANGE 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 Authorized</u>	<u>Par Value Per Share</u>	<u>Class of 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.

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ARTICLE VII - INCORPORATOR

2001 AUG 17 PM 2: 13

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

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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.

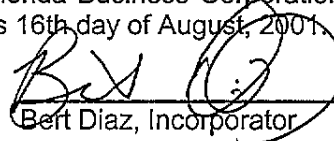
ARTICLE IX - INDEMNIFICATION

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

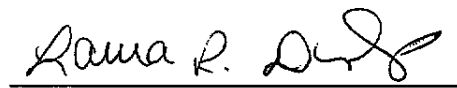
The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles of Incorporation may confer upon the Corporation may be modified by or cancelled by a vote of the shareholders to amend 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 RANGE 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 11th, 2001

**Laura R. Dunlap
as its agent**