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FLORIDA PROFIT CORPORATION OR P.A.

VELIKOM USA, INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
VELIKOM USA, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I
NAME**

The Name of the corporation ("Corporation") is Velikom USA, Inc.

**ARTICLE II
TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law, and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III
PERMITTED ACTIVITY**

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

Prepared by: Leonard Storcheyov, P.A.
Leonard Storcheyov, Esq.
13899 Biscayne Blvd., Suite 109
North Miami Beach Florida 33181

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**ARTICLE IV
PRINCIPAL OFFICE**

The initial street address of the principal office of the Corporation is 13899 Biscayne Blvd., Suite 109, North Miami Beach, Florida 33181.

**ARTICLE V
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of common stock with par value of \$0.1 each.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The initial street address of the Corporation's registered office is 13899 Biscayne Blvd., Suite 109, North Miami Beach Florida 33181. The initial registered agent for the Corporation at that address is Leonard Storcheyov, Esq.

**ARTICLE VII
DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of no fewer than one person, the exact number to be determined from time to time in accordance with the By Laws. The names and addresses of the persons who will serve on the initial Board of Directors are:

Name and Address

Title

Yury Malevich
pr. Masherova, 31
Minsk, Belarus

President

Vyacheslav Trunov
400 Leslie Drive
apt. PH-1109
Hallandale FL 33009

Vice-President

Yury Malevich
pr. Masherova, 31
Minsk, Belarus

Treasurer


**ARTICLE VIII
INCORPORATOR**

The name and address of the incorporator is Leonard Storchevoy, 13899 Biscayne Blvd., Suite 109, North Miami Beach, FL 33181.

**ARTICLE IX
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21 day of September 2001.



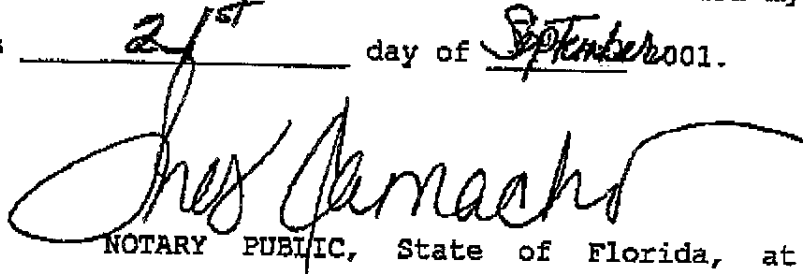
Leonard Storchevoy

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, LEONARD STORCHEVOY who is known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my office seal on this 2nd day of September 2001.


NOTARY PUBLIC, State of Florida, at

Large



Ines Camecho
Commission # CC 975359
Expires Oct. 15, 2004
Based Here
Atlantic Bonding Co., Inc.

My Commission Expires:

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.


1. The name of the corporation is:

VELIKOM USA, INC.

2. The name and address of the Registered Agent is

LEONARD STORCHEVOY, ESQ.
13899 BISCAYNE BLVD.
SUITE 109
NORTH MIAMI BEACH FL 33181

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Leonard Storchey, Incorporator
Dated: 9-21-01

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for VELIKOM USA, INC., at the place designated in these Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



Leonard Storchey
Dated: 9-21-01

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