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Division of Corporations
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Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

GLOBAL INTERMEDIA NETWORK, INC.

Certificate of Status	0
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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 28, 2002

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SUBJECT: GLOBAL INTERMEDIA NETWORK, INC.
REF: W02000002250

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF
GLOBAL INTERMEDIA NETWORK, INC.

The undersigned, being a natural person over the age of eighteen (18) years, competent to contract, and desiring to form a corporation pursuant to the laws of the State of Florida, hereby certify and states as follows:

ARTICLE I: NAME

The name of the corporation is **GLOBAL INTERMEDIA NETWORK, INC.**
(hereinafter the "Corporation").

ARTICLE II: TERM

The duration of the Corporation shall be perpetual.

ARTICLE III: AUTHORIZED STOCK

The aggregate number of shares which the Corporation shall have authority to issue, the class of said shares and the par value per share are as follows:

<i>Number of Shares</i>	<i>Class</i>	<i>Aggregate Par Value</i>	<i>Par Value</i>
<u>10,000</u>	<u>A</u>	<u>\$1.00</u>	<u>\$10,000.00</u>
<u>1,000</u>	<u>B</u>	<u>\$1.00</u>	<u>\$ 1,000.00</u>

ARTICLE IV: SPECIAL STOCK RIGHTS AND POWERS

The preferences, qualifications, limitations, restrictions and special or relative rights with respect to the shares of stock are as follows:

Each share of Common Stock shall have voting rights.

JORGE E. BLANCO, ESQ.
1401 Ponce De Leon Boulevard, Suite 202
Coral Gables, Florida 33134
Telephone No.: (305) 444-0044
Florida Bar No.: 197807

A stockholder shall have the right to sell his stock only upon the conditions set forth herein.

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A stockholder shall have the right to sell his stock only upon the conditions set forth herein. In the event a stockholder desires to sell his shares of stock, the stockholder shall give the Corporation, at the Corporation's principal office, written notice of his intention to sell. As part of such notice, the stockholder shall provide a copy of the written offer to purchase the shares, which shall include the name, address and occupation of the potential purchaser, the number of shares which are intended to be purchased, and the purchase price for such shares. In such event, the Corporation shall have the right to purchase such shares within thirty (30) days from the date it receives such notice. At the expiration of this period, if the option to purchase has not been exercised by the Corporation, the stockholder shall have the right to sell such shares to such named third party within the next succeeding three (3) month period. In the event a sale is not made and consummated within three (3) months after the last day of said thirty (30) day period, the selling stockholder may not sell his shares without again giving said notice to the Corporation and the passage of said thirty (30) day period. Any sale of shares of stock by a stockholder may not vary from the terms of the written offer submitted as part of the notice. Any sale of stock in violation of this Article Three shall be null and void and confer no rights upon any such purchaser.

The provisions of this Article Three shall not apply to or have any effect on sales of stock by and between the stockholders of this Corporation.

Any purchase of stock by the Corporation under this provision shall be made upon the same purchase price and terms as are in the written offer to purchase submitted with the notice of potential sale. The decision whether to purchase said stock shall be made by a majority of the Board of Directors in attendance at a special or regularly scheduled meeting provided a quorum is present.

A stockholder shall not have the right to use his stock for collateral except with the written consent of the Corporation.

The stock certificates evidencing the shares of stock in the Corporation owned by the

herein provided.

ARTICLE V: REGISTERED OFFICE AND REGISTERED AGENT

The Corporation's initial registered office address which is also the business address of the initial Registered Agent is JORGE E. BLANCO, 1401 Ponce de Leon Blvd., Suite 202, Coral Gables, Florida

The registered office is physically located in the County of Miami-Dade, Florida.

The name of the initial Registered Agent of the Corporation is JORGE E. BLANCO. The initial Registered Agent of the Corporation is an individual who is a resident of Miami-Dade County, Florida.

ARTICLE VI: DIRECTORS

The number of directors constituting the initial Board of Directors is one (1), which number may be increased or decreased pursuant to the Bylaws of the Corporation.

The name of the person who is to serve as the initial Director until the first meeting or until his successor is duly chosen and qualified is: LESZEK LADOWSKI whose address is 8141 S.W. 170 Terr., Miami, Florida 33157.

ARTICLE VII: INCORPORATOR

The name and address of the incorporator is JORGE E. BLANCO, a Miami-Dade County, resident, whose business address is 1401 Ponce de Leon Blvd., Suite 202, Coral Gables, Florida 33134.

ARTICLE VIII: PURPOSE

The purposes for which the Corporation is formed are the following:

(i) To provide for any and all telecommunication services, products, information and support, of every class and description; and

(ii) To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the Corporation, and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same; and

(iii) To acquire by purchase, gift, lease, exchange or otherwise, real and personal property, or either, or any interest or estate therein, and any rights over or connected therewith situate either within or without the state of Florida, and to lease, sell, or otherwise dispose of or encumber the same for the purpose of providing security for any loan or for other purposes; and

(iv) To import, export, manufacture, produce, buy, sell and otherwise deal in and with, goods, wares and merchandise of every class and description; and

(v) To engage in and carry on any other business which may lawfully be engaged in; and

(vi) To carry out all or any part of the foregoing objects as principal, factor, agent, general or limited partner, contractor, consultant or otherwise, either alone or through or in conjunction with any person, firm, association or corporation; and

(vii) To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in all or any of its branches, in any or all states, territories, districts and possessions of the United States of America and in foreign countries, and to maintain offices and agencies in any or all states, territories, districts and possessions of the United States of America and in foreign countries; and

(viii) The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these Articles of Incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes; and

(ix) The Corporation shall be authorized to exercise and enjoy all of the powers, rights and

privileges granted to, or conferred upon, corporations of a similar character under the laws of the state of Florida now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

ARTICLE IX: REGULATION OF THE CORPORATION

The provisions for the regulation of the internal affairs of the Corporation are:

The Board of Directors of the Corporation is hereby empowered and solely responsible for the overall management and operation of the Corporation. Provided the Board of Directors are not in contradiction of these Articles, the Bylaws of the Corporation or applicable law, the Board of Directors may approve such actions as they deem necessary in light of the purposes of the Corporation set forth herein, including without limitation, the approval, rejection and amendment, from time to time, of the Bylaws of the Corporation, and the appointment and removal of officers of the Corporation to carry out the day-to-day affairs of the Corporation.

ARTICLE X: INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall indemnify each of its officers and Directors, whether or not then in office, against all reasonable expenses actually and necessarily incurred by such officer or Director in connection with the defense of any litigation to which he or she may have been made a party because he or she is or was an officer or Director of the Corporation. Such Director or officer shall have no right to reimbursement, however, in relation to matters as to which they have been adjudged liable to the Corporation for negligence or misconduct in the performance of corporate duties. The right of indemnity for expenses shall also apply to expenses of suits which are compromised or settled if the court having jurisdiction shall approve such settlement.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or officer may be entitled.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation and

acknowledged the same to be his act and deed this 23 day of January, 2002.

Witness:

[Signature]

[Signature]
JORGE E. BLANCO, Incorporator

[Signature]

STATE OF FLORIDA

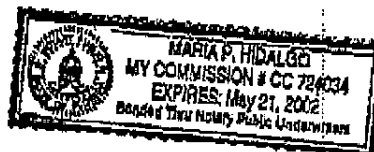
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY, that on the 23 day of January, 2002 personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgments, JORGE E. BLANCO, to me well known and known to me to be the person who executed the foregoing Articles of Organization, and acknowledged that he signed and executed the same for the uses and purposes herein used.

IN WITNESS WHEREOF, I have set my hand and official seal at Miami, County of Miami-Dade, State of Florida, the day and year above written.

[Signature]
NOTARY PUBLIC, State of Florida

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

That, **GLOBAL INTERMEDIA NETWORK, INC.**, desiring to organize under the laws of the State of Florida, and 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 **JORGE E. BLANCO**, located at: 1401 Ponce de Leon Blvd., Suite 202, Coral Gables, Florida 33134, 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 designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: 
JORGE E. BLANCO, Registered Agent

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