

2-13-2002 2:59PM

FROM TUCKER^TIGHE PA 9544677905

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Division of Corporations

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## Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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**From:**

Account Name : TUCKER & TIGHE, P.A.

Account Number : I19990000051

Phone : (954) 467-7744

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## FLORIDA PROFIT CORPORATION OR P.A.

International Public Telephony, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**INTERNATIONAL PUBLIC TELEPHONY, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME AND ADDRESS:** The name of this corporation shall be INTERNATIONAL PUBLIC TELEPHONY, INC., with its mailing address being 6157 NW 167 Street, Unit F21, Miami, FL 33015 and its principal address being 6157 NW 167 Street, Unit F21, Miami, FL 33015.

**ARTICLE II - NATURE OF BUSINESS:** This corporation may engage in any activity or business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

**ARTICLE III - CAPITAL STOCK:** The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Million (5,000,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE IV - REGISTERED AGENT AND REGISTERED OFFICE:** The initial registered agent of this corporation shall be LEOPOLD MONTEJO, 3725 NE 169 Street, Unit 104, North Miami Beach, FL 33160.

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**ARTICLE V - DIRECTORS:** The number of directors constituting the initial Board of Directors shall be seven (7). The names and addresses of the directors serving on the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Consuelo Salgar	6157 NW 167 Street, F21, Miami, FL 33015
Andres Montejo	6157 NW 167 Street, F21, Miami, FL 33015
Herman Delgadillo	6157 NW 167 Street, F21, Miami, FL 33015
Yolando Murillo	6157 NW 167 Street, F21, Miami, FL 33015
Mauricio Montejo	6157 NW 167 Street, F21, Miami, FL 33015
Carlos Carrasco	6157 NW 167 Street, F21, Miami, FL 33015
Charles Suza	6157 NW 167 Street, F21, Miami, FL 33015

The number of directors may subsequently be changed by vote or unanimous written action of the Board of Directors.

**ARTICLE VI - INDEMNIFICATION:** The Corporation shall indemnify any person who is or was a party, or who is

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threatened to be made a party, to any threatened, pending or complete action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a Shareholder, Officer, or Director of the Corporation, against any and all expenses (including reasonable attorney's fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Corporation. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Corporation.

**ARTICLE VII - INCORPORATOR:** The incorporator of these Articles of Incorporation is Mauricio Montejo, 6157 NW 167 Street, F21, Miami, FL 33015.

I, the undersigned, being the original

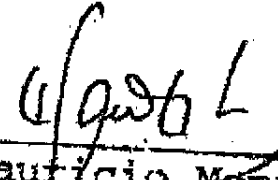
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Incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of INTERNATIONAL PUBLIC TELEPHONY, INC., and I hereby declare and certify that the facts herein stated are true.

  
Mauricio Montejo

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**ACCEPTANCE BY REGISTERED AGENT:** Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Leopoldo Montejó

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