

CT CORPORATION

PO2000042326

CORPORATION(S) NAME

Speedtel Latin America, Inc.

02 APR 17 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

RECEIVED
02 APR 17 AM 11:15
DEPARTMENT OF REVENUE
DIVISION OF CORPORATE REVENUE
TALLAHASSEE, FLORIDA

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|---|---|---|
| <input checked="" type="checkbox"/> Profit Articles | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
 Availability _____
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 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

4/17/02

Order#: 5235525

2555
1002-10802

kf

Ref#: _____

600005289736--4

-04/17/02--01046--013

Amount: \$ *****70.00 *****70.00

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

g 4/19



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 17, 2002

CT CORPORATION
660 EAST JEFFERSON STREET
TALLAHASSEE, FL 32301

SUBJECT: SPEEDTEL LATIN AMERICA, INC.
Ref. Number: W02000010802

RECEIVED
02 APR 18 PM 4:15
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for SPEEDTEL LATIN AMERICA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 802A00022880

Please back date to 4/17/02

ARTICLES OF INCORPORATION
OF
SPEEDTEL LATIN AMERICA, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is: **SPEEDTEL LATIN AMERICA, INC.**

ARTICLE II

The Corporation shall have authority, to be exercised by its Board of Directors, to issue 100,000 shares of voting Common Stock with \$1.00 par value each.

ARTICLE III

The initial registered agent of the Corporation shall be CT Corporation System, and the initial registered address shall be 1200 South Pine Island Road, Plantation, FL 33324.

ARTICLE IV

The mailing address of the initial principal office of the Corporation is 2414 97th Avenue, Miami, Florida 33172.

ARTICLE V

The name and address of the incorporator is William M. Poole, Epstein Becker & Green, P.C., Resurgens Plaza, Ste. 2700, 945 E. Paces Ferry Rd, Atlanta, GA 30326.

ARTICLE VI

The initial Board of Directors is composed of the following directors:

Rafael Nottaro Alacayo
Calle Isla de Margarita. Qta. Lorel, PB
Cumbres de Curumo
Caracas, Venezuela

Omar Nottaro Alfonzo
Av. Principal del Cafetal, Edificio Ventuari.
Apto. 11, Caracas, Venezuela

ARTICLE VII

(a) A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, except for liability (i) for any appropriation, in violation of such director's duties, of any business opportunity of the Corporation; (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law; (iii) of any of the types set forth in Section 14-2-832 of the Georgia Business Corporation Code; or (iv) for any transaction from which the director has received an improper personal benefit. The provisions of this Article shall not apply with respect to acts or omissions occurring prior to the effective date of this Article.

(b) Any repeal or modification of the provisions of this Article by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

(c) If the Georgia Business Corporation Code hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Georgia Business Corporation Code.

(d) In the event that any of the provisions of this Article (including any provisions within a single sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of April, 2002.



William M. Poole, Incorporator

SPEEDTEL LATIN AMERICA, INC.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

C T Corporation System

By: 
Signature/Registered Agent

JENNIFER F AULTMAN
ASSISTANT SECRETARY

Date: April 16, 2002

02 APR 17 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED