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FLORIDA PROFIT CORPORATION OR P.A.

ALCATEL, INC.

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**ARTICLES OF INCORPORATION
OF
ALCATEL, INC.**

ARTICLE I - NAME

The name of this corporation is: Alcatel, Inc. The principal address of the corporation is 10880 Collins Avenue, Miami Beach, Florida 33154-1000.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The corporation may conduct any lawful business for which a corporation may exist under Chapter 607 of the Florida Statutes.

ARTICLE IV - STOCK

This corporation is authorized to issue 100 shares of NO par value common stock which shall be designated "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 10880 Collins Avenue, Miami Beach, Florida 33154-1000 and the name of the initial registered agent of this corporation at that address is: Waheed Kamel Michael

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time in accordance with the By Laws. The name and address of the initial Board of Directors of this Corporation is:

NAME:
Waheed Kamel Michael

ADDRESS:
400 Kingspoint Drive #315
Miami Beach, FL 33169

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME:
Waheed Kamel Michael

ADDRESS:
400 Kingspoint Drive #315
Miami Beach, FL 33169

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23 day of July, 2002.


Waheed Kamel Michael, SUBSCRIBER

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Waheed Kamel Michael known to me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation or who produced valid Florida Driver Licenses as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 23 day of July, 2002.



Evette Arguinzone
NOTARY PUBLIC

My Commission Expires:

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-THAT Alcatel, Inc. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 10880 Collins Avenue, Miami Beach, Florida 33154-1000, CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED WAHEED KAMEL MICHAEL, LOCATED AT 10880 Collins Avenue, Miami Beach, Florida 33154-1000, CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE *[Signature]*
Waheed Kamel Michael, President

DATE 7/24/02

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE *[Signature]*
Waheed Kamel Michael, President

DATE 7/24/02

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