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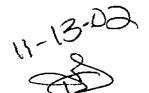


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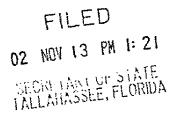
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Examiner's Initials

CR2E031(9/92)



ARTICLES OF INCORPORATION OF

UNIVERSAL PHONE PLUS, INC.

The undersigned subscriber(s) to these articles of incorporation, natural person(s) competent to contract; hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATION NAME

UNIVERSAL PHONE PLUS, INC.

ARTICLE II - DURATION

The corporation will exist perpetually, unless dissolved according to the law of the State of Florida

ARTICLE III - PURPOSE

This corporation is organized for engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV – CAPITAL STOCK

The corporation is authorized to issue One thousand (1000) shares of ten dollars (\$10.00) per share, which will be designated "Common Shares"

ARTICLE V - INITIAL REGISTERED AGENT

The name and street address of the Initial Registered Agent of this corporation is as follow:

Franklyn De Los Santos 15651 S W 112nd Way Miami, Florida 33196

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation will have two (4) director(s) initially the number of director(s)may be either increased or diminished from time to time by the Law, but will never be less than one (1) The name and address of the Initial Director of the corporation will be the following:

NAME	ADDRESS		OFFICER
Franklyn De Los Santos	15651 S W 112nd Way Miami, Florida 33196		President
Julian M. Sanchez	8323 N W 195 th Terrace Miami, Florida 33015	Í	Vice-President
Julian E. Hernandez	8810 N W 189 th Terrace Miami Fl. 33018	- · ·	Secretary
Jose O. Portillo	6647 West 22 nd Lane Hialeah Fl. 33016		Treasury

The method of electing directors will be stated in the corporation, bylaws

ARTICLE VII – INCORPORATOR

The name (s) and address of the person (s) signing these articles of incorporation is as following:

Franklyn De Los Santos Julian M. Sanchez
15651 S W 112 Way 8810 N W 189th Terrace
Miami, Florida 33186 Miami, Florida 33015

Julian E, Hernandez

8323 N W 195th Terr.

Miami Fl. 33018

Jose^{*}O. Portillo
6647 west 22nd Lane
Hialeah Fl. 33016

ARTICLE VIII - CORPORATION OFFICE

The corporation's principal office and mailing address shall be as follows:

1938 NW 17th Ave Miami, Florida 33125

IN WITNESS WHEREOF, the undersigned subscriber (s) has executed these articles of incorporation this 12day of November 2002, at Miami, Florida.

Franklyn De Los Santos

Julian E. Hernandez

Julian M. Sanchez

Jose O. Portillo

STATE OF FLORIDA COUNTY OF MIAMI - DADE

Before me, a notary public authorized to take acknowledgement in the State and County set for above, personally appeared, Franklyn De Los Santos, Julian M. Sanchez, Julian E. Hernandez and Jose O Portillo, Known to me to be the person (s) who executed the articles of incorporation, and who acknowledge before me that they executed these articles of incorporation.

IN WITNESS WHEREOFF, I have hereunto affixed my hand and seal, in the State and aforesaid County this 12 day of November 2002.

otary Public

JUAN E. RAMIREZ
Commission # D00121198
Expires 7/30/2008
Bonded through

My commission expires of

FILED

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SECRETARIE OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE AND ACKNOWLEDGMENT OF REGISTERED AGENT OF

UNIVERSAL PHONE PLUS, INC.

Pursuant to Florida statutes, sections 48.091 and 607.034, the following is submitted. The above corporation wanting to organize under the laws of the State of Florida, with the office located as it is shown in the Articles of Corporation at:

1938 N W 17th Ave. Miami, Florida 33125

Has named, Franklyn De Los Sanots as his first Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above state of a corporation at the Place designated in this certificate, I, with this, accept to act in this capacity and agree to comply with the provisions of the Florida Law in keeping open said office.

Registered Agent