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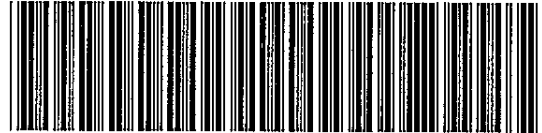
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SECRET  
STATE  
TALLAHASSEE, FLORIDA

Charter Number Only

VALIDATION ONLY

Business Service

Requestor's Name

8181 NW 36th St. #20F

Address

Miami FL 33166

City

State

ZIP

Phone

(305) 594-2637 A

CORPORATION(S) NAME

Sincotel USA, INC.

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| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
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**ARTICLES OF INCORPORATION**

**OF**

**SINCOTEL USA, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the Corporation is SINCOTEL USA, INC.

**ARTICLE II**

The term of existence of the Corporation is perpetual.

**ARTICLE III**

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE IV**

The aggregate number of shares which the Corporation has the authority to issue is one hundred (100) all of which shall be common shares having a par value of One Dollar (\$1.00) per share.

**ARTICLE V**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase un-issued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or to acquire shares of any such un-issued or treasury shares.

## **ARTICLE VI**

The street address of the initial registered office of the Corporation is:

8181 N.W. 36th Street, Ste. 20-F  
Miami, FL 33166

The name of the registered agent of such address is:

Carlos Arturo Rueda

## **ARTICLE VII**

The initial address of the principal office of the Corporation in the State of Florida is:

8181 N.W. 36th Street, Ste. 20-F  
Miami, FL 33166

## **ARTICLE VIII**

The initial Board of Directors of the Corporation shall be two (2) directors. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders.

## **ARTICLE IX**

The name and address of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen, are:

Carlos Arturo Rueda  
Cra. 81, No. 32-17 Interior 80  
Bogota, Colombia

Pilar Guerrero Franco  
Cra. 81, No. 32-17 Interior 80  
Bogota, Colombia

## **ARTICLE X**

The names and addresses of the Officers of the Corporation who shall hold office for the first year, or until their successors are chosen by the Board of Director(s) in accordance with the bylaws, are:

Carlos Arturo Rueda  
Cra. 81, No. 32-17 Interior 80  
Bogota, Colombia

President & Treasurer

Pilar Guerrero Franco  
Cra. 81, No. 32-17 Interior 80  
Bogota, Colombia

Vice President & Secretary

### ARTICLE XI

The name and address of the incorporator of this Corporation is:

Carlos Arturo Rueda  
8181 N.W. 36 St., Ste. 20 -F  
Miami, FL 33166

### ARTICLE XII

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14<sup>th</sup> day of November, 2002.

Signature: \_\_\_\_\_

CARLOS ARTURO RUEDA

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SINCOTEL USA, INC.
2. The name and address of the registered agent are:

Carlos Arturo Rueda  
8181 N.W. 36th Street, Ste. 20-F  
Miami, FL 33166

SIGNATURE: \_\_\_\_\_

TITLE: \_\_\_\_\_

DATE: \_\_\_\_\_

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.

SIGNATURE: \_\_\_\_\_

DATE: \_\_\_\_\_