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Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

pabx soft americas, inc.

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ARTICLES OF INCORPORATION
OF
PABX SOFT AMERICAS, INC.

ARTICLE I
Name and Address of Corporation

The name of this corporation shall be PABX SOFT AMERICAS, INC. The principal place of business and address is 5201 Blue Lagoon Drive, Suite 809, Miami, Florida, 33126

ARTICLE II
Duration

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be upon filing these Articles of Incorporation with the Secretary of State, State of Florida.

ARTICLE III
Purpose

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV
Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock with a par value of one dollar (\$1.00) per share; and 400 shares of preferred stock (non-voting) with a par value of one dollar (\$1.00) per share, issued in four groups, as follows: 100 shares of Preferred A, 100 shares of Preferred B, 100 shares of Preferred C, and 100 shares of Preferred D.

ARTICLE V
Registered Agent and Office

The name and office address of this corporation's initial registered agent: Lee C. Schmachtenberg, 1533 Sunset Drive, Suite 201, Coral Gables, Florida, 33143.

Prepared by:
Lee C. Schmachtenberg, Esq.
1533 Sunset Drive, Suite 201
Coral Gables, FL 33143
(305) 666-4676
Florida Bar No. 175843

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ARTICLE VI
Incorporator

The name and address of the incorporator: Lee C. Schmachtenberg, 1533 Sunset Drive, Suite 201, Coral Gables, Florida, 33143.

ARTICLE VII
Board of Directors

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased from time to time by resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial member of the Board of Directors of this corporation: Octavio Flores, 5201 Blue Lagoon Drive, Suite 809, Miami, Florida, 33126.

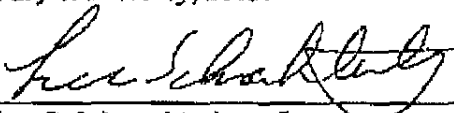
ARTICLE VIII
Indemnification

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

ARTICLE IV
Amendments

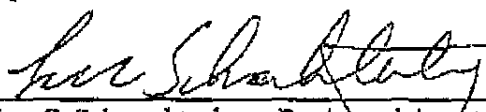
The power to adopt, alter, amend or repeal these Articles of Incorporation and the Bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 13th day of February, 2003.



Lee C. Schmachtenberg, Incorporator

Having been designated as the registered agent in the above and foregoing articles, I am familiar with and accept the obligations of the position.



Lee C. Schmachtenberg, Registered Agent

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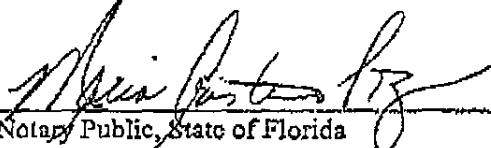
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STATE OF FLORIDA)
) ss
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Lee C. Schunachtenberg, who is to me known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator and Registered Agent, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 13th day of February, 2003.



Notary Public, State of Florida

My Commission Expires:



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