

# P03000049633

## Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

## BASIC AMENDMENT

SPACE TELECOM INTERNATIONAL INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 15, 2003

SPACE TELECOM INTERNATIONAL INC.  
6341 SW 36 STREET  
MIAMI, FL 33155US

SUBJECT: SPACE TELECOM INTERNATIONAL INC.  
REF: P03000049633

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

Restated Articles of Incorporation for a Florida profit corporation are filed pursuant to section 607.1007, Florida Statutes. Enclosed is copy of chapter 607.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return 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) 245-6869.

Teresa Brown

FAX Aud. #: H03000233755

Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA**  
**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**SPACE TELECOM INTERNATIONAL, INC.**

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act (the "Act"), the undersigned corporation hereby amends and restates its Articles of Incorporation. The Amended and Restated Articles of Incorporation were adopted by the board of directors and does not contain any amendment requiring shareholder approval.

**ARTICLE I**

**NAME**

The Name of the Corporation shall be GLOBAL TELECOM INVESTMENTS, INC.

**ARTICLE II.**

**TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

Filed by:  
Stewart A. Merkin, Esq.  
Rivergate Plaza, Suite 300  
444 Brickell Avenue  
Miami, Florida 33131  
Tel. (305) 358-5800  
Fla. Bar No. 153444

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### **ARTICLE III.**

#### **GENERAL NATURE OF BUSINESS**

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business.
2. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.
3. Enter into any lawful arrangements for sharing profits and losses in any transaction or transactions, and to promote and organize other corporations.

### **ARTICLE IV.**

#### **AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue are 10,000,000 shares with par value of \$.0001 per share.

### **ARTICLE V.**

#### **PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 6341 S.W. 36<sup>th</sup> Street, Miami, FL 33155.

### **ARTICLE VI.**

#### **REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation is 444 Brickell Avenue, Suite 300, Miami, Florida 33131. The initial registered agent at that address is STEWART A. MERKIN, ESQ.

ARTICLE VII.

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of at least one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first board of directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

<u>NAMES</u>	<u>ADDRESSES</u>
El Hassan Ennahou	6341 S.W. 36 <sup>th</sup> Street Miami, FL 33155
Guy Jehu	6341 S.W. 36 <sup>th</sup> Street Miami, FL 33155
Marjorie Seldin	6341 S.W. 36 <sup>th</sup> Street Miami, FL 33155
Abdellah Ennahou	6341 S.W. 36 <sup>th</sup> Street Miami, FL 33155

ARTICLE VIII.

INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE IX.  
AMENDMENT

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

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed these Amended and Restated Articles of Incorporation this 15 day of July, 2003.

  
\_\_\_\_\_  
El Hassan Ennahou, President

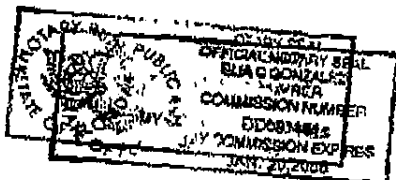
STATE OF FLORIDA)  
COUNTY OF MIAMI-DADE )

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, El Hassan Ennahou, to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 15 day of July, 2003.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of  
Florida at Large

My Commission Expires:



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

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:  
  
**GLOBAL TELECOM INVESTMENTS, INC.**
2. The name and address of the Registered Agent and office is:

Stewart A. Merkin, Esq.  
444 Brickell Avenue, Suite 300  
Miami, Florida 33131

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 OF 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   
Stewart A. Merkin, Esq.

DATE: July 15<sup>th</sup>, 2003

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