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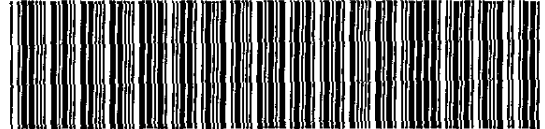
(Business Entity Name)

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03 MAY 19 AM 9:44
TALLAHASSEE, FLORIDA

SEARCHED MAY 29 2003

HOLLAND & KNIGHT LLP

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May 14, 2003

CERTIFIED MAIL RETURN RECEIPT REQUESTED

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

ALEXANDRA DE LA ASUNCION
305-789-7695

Internet Address:
adelaasu@hklaw.com

Re: Americatel Envíos, Inc. – Articles of Incorporation

To whom it may concern:

Attached please find the Articles of Incorporation for Americatel Envíos, Inc. (the "Corporation"), along with a check in the amount of \$78.75 for the costs of filing fees, registered agent designation and a certified copy of the Articles of Incorporation.

Please be aware that the intended shareholders, officers, directors of the Corporation are the same entity and individuals as the members, officers and managers of Americatel Envíos, LLC, a Florida limited liability corporation organized on April 28, 2003 and assigned Document Number L03000015081 (the "LLC"). Therefore, the members, managers and officers of the LLC hereby authorize the Corporation to use the name "AMERICATEL ENVÍOS."

Should you have any questions, please feel free to call me.

Very truly yours,

HOLLAND & KNIGHT LLP



Alexandra de la Asuncion

Enclosures

**ARTICLES OF INCORPORATION
OF
AMERICATEL ENVÍOS, INC.**

FILED
03 MAY 19 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of AMERICATEL ENVÍOS, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is AMERICATEL ENVÍOS, INC. (the "Corporation").

ARTICLE II. ADDRESS

The mailing and business address of the Corporation is:

701 Brickell Ave.
Suite 3000
Miami, Florida 33131

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having \$.01 par value per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131 and the name of the Corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

Asnardo Garro, Esq.
701 Brickell Ave.
Suite 3000
Miami, Florida 33131

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 15 day of May, 2003.


Asnardo Garro
Sole Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That AMERICATEL ENVÍOS, INC. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 701 Brickell Ave., Suite 3000, Miami, Florida 33131 has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 15 day of May, 2003.

INTRASTATE REGISTERED AGENT
CORPORATION

By: 

Name: Steven H. Hagen

Title: Vice President

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