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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
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FLORIDA PROFIT CORPORATION OR P.A.

TELE EMPIRE II INC.

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ARTICLES OF INCORPORATION
OF

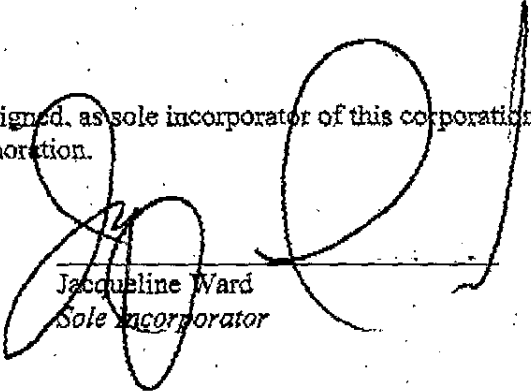
TELE EMPIRE II INC.

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607, of the Revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is: **TELE EMPIRE II INC.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue **200 shares without par value.**
5. The name and address of the director is: **Felipe Gallo, 66-07 Garfield Avenue, 2nd Floor, Woodside, NY 11377**
6. The principal address of the corporation will be: **66-07 Garfield Avenue, 2nd Floor, Woodside, NY 11377**
7. The name and address of the initial registered agent is: **Felipe Gallo, 6707 Power Avenue, Jacksonville, FL 32217**
8. The name and address of the sole incorporator is: **Jacqueline Ward, BlumbergExcelsior Corporate Services, Inc., 62 White Street, 2nd Floor, New York, NY 10013**

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: August 22, 2003



Jacqueline Ward
Sole Incorporator

BlumbergExcelsior Corporate Services, Inc.
62 White Street, New York, NY 10013

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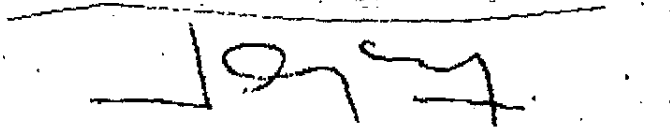
ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent for **TELE EMPIRE II INC.**

Date: August 22, 2003



Felipe Galle
Registered Agent

BlumbergExcelsior Corporate Services, Inc.
62 White Street
New York, NY 10013

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