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DE LA PEÑA
& ASSOCIATES, P.A.

Courvoisier Centre II
Suite 705
601 Brickell Key Drive
Miami, Florida 33131
Telephone 305.377.0909
Fax 305.377.1771

receptionist@dlp-law.com

June 9, 2004

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

To Whom It May Concern:

Attached please find the original copy of the articles of incorporation for YIP Network, Inc. and a check made out to the Division of Corporations in the amount of \$87.50 which covers the following:

- 1- \$70.00 Filing Fee
- 2- \$.875 Certificate of Status
- 3- \$.875 Certified Copy

If there should be any problem please feel free to call us at 305.377.0909. Thank you.

Sincerely,

Georgeany Arboleda

ARTICLES OF INCORPORATION
OF
YIP NETWORKS, INC.

FILED
JUN 14 PM 2:54
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation is YIP Networks, Inc., (the "Corporation").

ARTICLE II

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

The Corporation is authorized to issue one million shares of common stock, with the ability to increase that number upon board resolution.

ARTICLE IV

The address of the principal office of the Corporation, and its mailing address, is 1432 Brickell Avenue, Miami, FL 33131.

ARTICLE V

The street address of the Corporation's initial registered office is 601 Brickell

Preparer:
De La Peña & Associates, P.A.
601 Brickell Key Drive, Suite 705
Miami, Florida 33131
Ph. (305) 377-0909

Key Drive, Suite 705, Miami, Florida 33131 and the name of the initial registered agent at such office is the law office of De La Peña & associates, P.A.

ARTICLE VI

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII

The name and Address of the initial Directors of the Corporation are the following:


1. Andres Blanco, 1432 Brickell Avenue, Miami, FL 33131
2. Luis Brouillet, 1432 Brickell Avenue, Miami, FL 33131
3. Dino Lebolo, 1432 Brickell Avenue, Miami, FL 33131
4. Luc Giroux, 1432 Brickell Avenue, Miami, FL 33131
5. Leoncio E. de la Peña, 1432 Brickell Avenue, Miami, FL 33131

The name and address of the incorporator of the Corporation is Leoncio de la Peña, De La Peña & Associates, P.A., 601 Brickell Key Drive, Suite 705, Miami, Florida 33131.

Preparer:

De La Peña & Associates, P.A.
601 Brickell Key Drive, Suite 705
Miami, Florida 33131
Ph. (305) 377-0909

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation as of the 5th day of June, 2004.



Leoncio E. de la Peña
Incorporator

Preparer:
De La Peña & Associates, P.A.
601 Brickell Key Drive, Suite 705
Miami, Florida 33131
Ph. (305) 377-0909

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for YIP Networks, Inc., at the place designated in the articles of incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

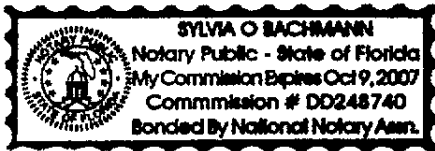
Dated as of the 5th day of June, 2004.

REGISTERED-AGENT

BY:

Leoncio de la Peña, Esq.

The foregoing instrument was acknowledged before me on this 5th day of June, 2004 by Leoncio de la Peña, to me personally known and who have taken the oath.



Sylvia O Bachmann
Notary Public, State of Florida

SYLVIA O BACHMANN
(Print Name)
My Commission Expires: _____

Dated as of the 5 day of June, 2004.