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FILED 05 SEP 29 AM 8: 17 •

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TRANSMITTAL LETTER

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

SUBJECT: SkyTalk Communications Inc. (PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

STO.00 Filing Fee

Status

S78.75 Filing Fee & Certified Copy

□ \$87.50 Filing Fee, Certified Copy & Certificate

ADDITIONAL COPY REQUIRED

FROM: RONALD L. DAVIS, ESQ. Name (Printed or typed)

SUITE 200, 1550 NE MIAMI GARDENS DRIVE

Address

NORTH MIAMI BEACH, FLORIDA 33179 City, State & Zip

(305) 940-2352 Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

FILED The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby 5adop 10. Following Articles of Incorporation.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

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. . .

ARTICLE I NAME

The Name of the corporation shall be: SkyTalk Communications Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Suite 800 2500 E. Hallandale Beach Blvd. Hallandale Beach, Florida 33009

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand Shares No Par Value (1000)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Ronald L. Davis, Esq. Suite 200 1550 NE Miami Gardens Drive North Miami Beach, Florida 33179 ARTICLE V INCORPORATORS see instructions for officers/directors The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are)

Ricardo J. Canal, CEO and Director 2500 E. Hallandale Beach Boulevard Suite 800 Hallandale Beach, Florida 33009

The undersigned incorporator(s) has(have)executed these Articles of Incorporation this 26 day of September, 2005

Signature RICARDO J. CANAL-INCORPORATOR"

Signature

Signature

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGE DOON WHOM PROCESS MAY BE SERVED. 05 SEP 29 AM 8: 17 SECRETARY OF STATE TALLAHASSEE, FLORIDA In pursuance of Chapter 48.091, Florida Statutes. the following is submitted, in compliance with said Act: First --- That SkyTalk Communications Inc. desiring to organize under the laws of the State of FLORIDA with its principal office, as indicated in the articles of incorporation at City of NORTH MIAMI BEACH County of MIAMI- DADE , State of FLORIDA has named RONALD L. DAVIS, ESQ. located at SUITE 200-1550 N.E. MIAMI GARDENS DRIVE (Street address and number of building, Post Office Box address not acceptable) City of NORTH MIAMI BEACH , County of MIAMI-DADE

State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By RONALD L. DAVIS, ESQ. (Resident Agent)