

**P06000016843**

Florida Department of State  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**TELECOM & POWER CORP.**

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**ARTICLES OF INCORPORATION  
OF  
TELECOM & POWER CORP.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of TELECOM & POWER CORP. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is TELECOM & POWER CORP. (the "Corporation").

**ARTICLE II. ADDRESS**

The business address of the Corporation is:

169 East Flagler Street  
Suite 1534  
Miami, FL 33131

The mailing 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.

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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 \$0.01 par value per share.

ARTICLE VI. DIRECTORS AND OFFICERS

The name and address of the initial Director and President of the Corporation is:

Francisco José Von Raesfeld  
Calzada del Bosque no. 10-B  
Colonia San José del Puente  
Puebla, Pue. Mexico C.P. 72150

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:

Frances Gail Faigenblat  
701 Brickell Avenue, Suite 3000  
Miami, FL 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.

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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 3<sup>rd</sup> day of February, 2006.



Frances Gail Faigenblat,  
Sole Incorporator

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**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 TELECOM & POWER CORP. 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 3<sup>rd</sup> day of February, 2006.

**INTRASTATE REGISTERED AGENT  
CORPORATION**

By: Frances Gail Faigenblat  
Frances Gail Faigenblat,  
Vice President

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