

# P06000146778

Florida Department of State  
Division of Corporations  
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**To:**

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

**From:**

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

## DOMESTICATION

**richfield telco holdings, inc.**

|                       |          |
|-----------------------|----------|
| Certificate of Status | 1        |
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| Page Count            | 07       |
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

⑦

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### CERTIFICATE OF DOMESTICATION

The undersigned, Joan Fernandez Hernandez, as President  
(Name) (Title)

of Richfield Inc. Sociedad Anonima a foreign corporation,  
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was January 23, 2003.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Costa Rica.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Richfield Inc. Sociedad Anonima.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Richfield Telco Holdings, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was San Jose, Costa Rica.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am the President of Richfield Inc. Sociedad Anonima

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 20 day of November, 2006.

Joan Fernandez H.  
(Authorized Signature)

| Filing Fee:                                  |          |
|--|----------|
| Certificate of Domestication                 | \$50.00  |
| Articles of Incorporation and Certified Copy | \$78.75  |
| Total to domesticate and file                | \$128.75 |

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ARTICLES OF INCORPORATION  
OF  
RICHFIELD TELCO HOLDINGS, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is RICHFIELD TELCO HOLDINGS, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address is:

9800 Northwest 41<sup>st</sup> Street, Suite 200, Miami, Florida 33178

ARTICLE III

TERM OF CORPORATE EXISTENCE

This corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE IV

PERMITTED ACTIVITY

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

This Instrument Prepared By  
FREEMAN, HABER, ROJAS & STANHAM, LLP  
Mario A. de Castro, Esq.  
Florida Bar No. 0083895  
520 Brickell Key Drive, Suite 0-305  
Miami, Florida 33131  
Telephone: (305) 374-3800

ARTICLE V

AUTHORIZED SHARES

The aggregate number of shares which the corporation shall have authority to issue shall be One Thousand (1,000) shares of voting common stock with \$1.00 par value per share.

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The initial registered office of the corporation and initial place of business is 9800 Northwest 41<sup>st</sup> Street, Suite 200, Miami, Florida 33178. The initial Registered Agent is Jorge Granados.

ARTICLE VIII

DIRECTORS

The business of the corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the Bylaws.

The name and address of the directors of the Board of Directors who shall serve until the first annual meeting of shareholders or until his successor is elected and qualified shall be:

Jorge Granados      9800 Northwest 41<sup>st</sup> Street, Suite 200, Miami, Florida 33178

#### ARTICLE IX

##### INCORPORATOR

The name and address of the Incorporator is: Mario A. de Castro, 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131.

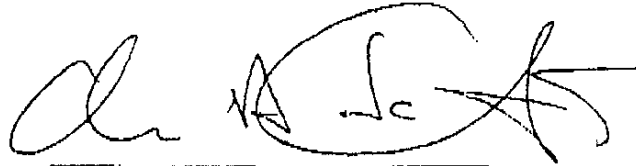
#### ARTICLE X

##### INDEMNIFICATION

Every person now or hereafter serving as Director, officer or employee of the corporation shall be indemnified and held harmless by the corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a Director, officer or employee of the corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such Director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 22 day of November 2006.

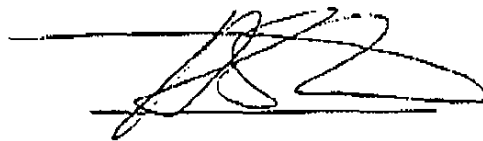


Mario A. de Castro, Authorized Representative

STATE OF FLORIDA           )  
  )  
COUNTY OF MIAMI-DADE    )

BEFORE ME, the undersigned authority, personally appeared Mario A de Castro, who is personally known to me and who is known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me according to law, that he made and subscribed the same for the purposes mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 22 day of Nov., 2006.



Notary Public

My Commission Expires:



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# CERTIFICATE OF DESIGNATION

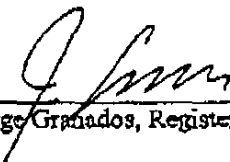
## REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: RICHFIELD TELCO HOLDINGS, INC.
2. The name and address of the registered agent and office is: Jorge Granados, 9800

NW 41<sup>st</sup> Street, Suite 200 Miami, FL 33178.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in its capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

  
Jorge Granados, Registered Agent

Dated: November 1, 2006

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