

PG7000058677

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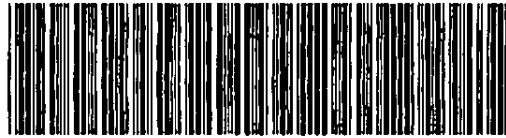
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FILED  
07 AUG 10 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDED  
KRC  
9/27

## HOGAN & HARTSON

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August 21, 2007

Antonio J. Martinez  
305.459.6631  
[ajmartinez@hhlaw.com](mailto:ajmartinez@hhlaw.com)

Ms. Carol Mustain  
Amendment Section, Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Ms. Mustain:

Per our telephone conversation this afternoon, enclosed please find the Amended and Restated Articles of Incorporation for our client, Pacifictel International, Inc., a Florida corporation ("Pacifictel") Document Number P07000058677. As I explained to you, the recent amendment that you received (filed August 10, 2007, bar code number 500107661735) was inadvertently submitted by a representative of Pacifictel prior to consulting with our law firm. Although not apparent on the face of the document, it contains some statutory defects, including the naming of a registered agent that is not a Florida resident. As soon as I learned that this document had been filed, on August 9, 2007, I called your office and made arrangements to block the filing. Although a notation was subsequently entered into your system to call me upon receipt of a filing for this entity, I was never contacted and the amendment was posted on your website.

As discussed over the phone, on behalf of our client, we are requesting that you pull the mistakenly filed amendment and, if possible, in the interest of avoiding any future confusion, that you also remove any references to that filing from your website.

Enclosed please find two copies of the Amended and Restated Articles of Incorporation that we had prepared for our client and that they had properly authorized prior to your receipt of the August 10, 2007 amendment. Please file the enclosed Amended and Restated Articles of Incorporation in lieu of the August 10, 2007 amendment. We are also enclosing a form from the new registered agent accepting appointment and agreeing to fulfill the related duties. As we agreed over the telephone, we have not enclosed a filing fee for these Amended and Restated Articles of Incorporation with the understanding that you will apply the filing fee collected for the August 10, 2007 amendment to the enclosed document.

Ms. Carol Mustain  
August 21, 2007  
Page 2

I greatly appreciate your assistance with this matter and apologize, on behalf of our client, for any confusion that this matter may have caused. If you should have any comments or require any further information, kindly do not hesitate to contact me using the information above. Also, please direct all correspondence concerning this matter, including any certified copies or certificates, to my attention.

Sincerely,

Antonio J. Martinez

AJM/lrr  
Enclosures

FILED

07 AUG 10 PM 12:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**of**

**PACIFICTEL INTERNATIONAL, INC.**

**ARTICLE 1**

**NAME**

The name of the corporation is PACIFICTEL INTERNATIONAL, INC. (the "Corporation").

**ARTICLE 2**

**MAILING ADDRESS**

The street address of the Corporation is c/o Corporate Creations Network Inc.  
11380 Prosperity Farms Road, #221E, Palm Beach Gardens, Florida 33410.

**ARTICLE 3**

**REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office in the State of Florida is  
11380 Prosperity Farms Road, #221E, Palm Beach Gardens, Florida 33410.

The name of the Corporation's registered agent at that office is: Corporate Creations  
Network Inc.

**ARTICLE 4**

**PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for  
which a corporation may be organized under the Florida Business Corporation Act (the  
"FBCA"). The Corporation will have perpetual existence.

**ARTICLE 5**

**CAPITAL STOCK**

The total number of shares of all classes of capital stock that the Corporation is  
authorized to issue is 1,000 shares, par value \$0.01 per share.

## ARTICLE 6 BOARD OF DIRECTORS

The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

A. Business and Affairs. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors.

B. Powers of Directors. In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the Board of Directors is hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the FBCA, these Amended and Restated Articles of Incorporation and the Bylaws of the Corporation. In furtherance of and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered to make, alter or repeal the Bylaws of the Corporation, subject to the power of the stockholders to alter or repeal any bylaw made by the Board of Directors.

C. Liability of Directors. No director of the Corporation shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereto is not permitted under the FBCA as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article 6, Section C shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

## ARTICLE 7 Indemnification.

A. The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, that except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right to indemnification conferred by this Article 7 shall include the right to be paid by the

Corporation the expenses as incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

B. The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article 7 to directors and officers of the Corporation.

C. The rights to indemnification and to the advance of expenses conferred in this Article 7 shall not be exclusive of any other right which any person may have or hereafter acquire under these Amended and Restated Articles of Incorporation, the Bylaws of the Corporation, any statute, agreement, vote of stockholders, disinterested stockholders, or otherwise.

D. Any repeal or modification of this Article 7 shall not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

## ARTICLE 8 RESERVATION OF RIGHTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

[SIGNATURE PAGE FOLLOWS]

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

Pacifictel International, Inc.

**REGISTERED AGENT/OFFICE:**

Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



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CORPORATE CREATIONS NETWORK INC.

Yulia Huberdeau, Assistant Secretary

Date: 8/21/2007.

The foregoing Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation by written consent as of July 12, 2007 in accordance with Sections 607.1005 and 607.1007 of the FBCA. They were subsequently adopted and ratified by the sole Shareholder of the Corporation by written consent effective as of July 13, 2007.

By: 

Name: Walter Guerra Bustamante

Title: President