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CUSTOMER NO: 4340059

CUSTOMER: Toni Clark, Legal Assistant
Kelley Drye & Warren
201 South Biscayner Blvd.
Suite 2400
Miami, FL 33131-2399

EFFECTIVE DATE
2-13-96

RECEIVED
96 FEB -8 PM 12:15
DIVISION OF CORPORATION

000001710440

DOMESTIC AMENDMENT FILING

NAME: TRESKOM INTERNATIONAL, INC.

ARTICLES OF AMENDMENT
☒ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: LYDIA LOTT

EXAMINER'S INITIALS:

Amended
Restated
Art. of
Incorp.
DC
2/8/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIRD
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TRESCOM INTERNATIONAL, INC.

EFFECTIVE DATE
2-13-96

Pursuant to Section 607.1007 of the Florida Statutes, **TRESCOM INTERNATIONAL, INC.**, a Florida corporation (the "Corporation"), certifies that:

(1) The original Articles of Incorporation of the Corporation were filed by the Department of State on December 8, 1993. The Corporation's original name was **TERACOM COMMUNICATIONS, INC.** The Amended and Restated Articles of Incorporation of the Corporation were filed on April 25, 1995 and the Second Amended and Restated Articles of Incorporation of the Corporation were filed on August 11, 1995.

(2) The Third Amended and Restated Articles of Incorporation were duly adopted by the Corporation's Board of Directors on November 17, 1995.

(3) The Articles of Incorporation of the Corporation are amended as follows: (i) to provide for a 4,19-to-1 reverse stock split of the Corporation's Common Stock; (ii) to eliminate the Corporation's authorized shares of Series A Preferred Stock, \$.01 par value per share, Series B Preferred Stock, \$.01 par value per share, and Series C Preferred Stock, \$.01 par value per share, and authorize a total of 1,000,000 shares of preferred stock, \$.01 par value per share; (iii) to provide for the division of the Corporation's Board of Directors into three classes; (iv) to provide that special meetings of shareholders may be called only by the Chairman of the Board, the Chief Executive Officer, the President, a majority of the Board of Directors or holders of 50% of all the votes entitled to be cast on the issue to be considered at the proposed special meeting; (v) to provide that no action permitted or required to be taken at any annual or special meeting of shareholders of the Corporation may be taken without such a meeting; and (vi) to provide that the Corporation must issue its capital stock in compliance with the Communications Act of 1934, as amended (the "Communications Act").

(4) These amendments to the Articles of Incorporation were duly adopted by all of the shareholders of the Corporation on November 30, 1995.

(5) There are no discrepancies between the provisions of the Articles of Incorporation, as heretofore amended, and the provisions of this Third Amended and Restated

Articles of Incorporation, other than (i) the inclusion of the foregoing amendments, which were duly adopted pursuant to Sections 607.1003 and 607.1004 of the Florida Statutes; (ii) the omission of matters of historical interest; and (iii) the renumbering of the Articles of Incorporation to effect the omission of such matters and the integration of the original Articles of Incorporation and all amendments into a single document.

The text of the Articles of Incorporation of the Corporation is restated with the amendments described above, effective as of 9:00 a.m. on February 13, 1996, to read as follows:

ARTICLE I

The name of the corporation (the "Corporation") is: TRESKOM INTERNATIONAL, INC. The Corporation's principal office and registered office is 200 East Broward Boulevard, Ft. Lauderdale, Florida 33301.

ARTICLE II

The nature of the business and purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of the State of Florida.

ARTICLE III

The total authorized capital stock of the Corporation shall be Fifty-One Million (51,000,000) shares consisting of Fifty Million (50,000,000) shares of Common Stock, par value \$0.0419 per share (the "Common Stock"), and One Million (1,000,000) shares of Preferred Stock, par value \$0.01 per share (the "Preferred Stock").

Upon the filing of this Third Amended and Restated Articles of Incorporation, the Corporation's shares of Common Stock, par value \$.01 per share, issued and outstanding immediately prior to the filing of this Third Amended and Restated Articles of Incorporation (the "Old Common Stock") shall be changed so that every 4.19 shares of Old Common Stock will automatically, and without any action on the part of the holder thereof, be converted into 1 share of Common Stock; provided, however, that no fractional shares shall be issued pursuant to such conversion and no payment shall be made for any fractional shares.

The following is a statement fixing certain of the designations and the powers, voting rights, preferences and relative, participating, optional and other rights of the Preferred Stock and the Common Stock of the Corporation, and the qualifications, limitations or

restrictions thereof, and of the authority with respect thereto expressly granted to the Board of Directors of the Corporation to fix any such provisions not fixed by these Articles:

A. Preferred Stock.

The Board of Directors is hereby expressly vested with the authority to adopt a resolution or resolutions providing for the issue of authorized but unissued shares of Preferred Stock, which shares may be issued from time to time, in one or more series and in such amounts as may be determined by the Board of Directors in such resolution or resolutions. The powers, voting rights, designations, preferences and relative, participating, optional or other special rights, if any, of each series of Preferred Stock and the qualifications, limitations or restrictions, if any, of such preferences and/or rights (collectively, the "Series Terms"), shall be such as are stated and expressed in the resolution or resolutions providing for the issue of such series of Preferred Stock (the "Series Terms Resolution") adopted by the Board of Directors. The powers of the Board of Directors with respect to the Series Terms of a particular series (any of which powers may by resolution of the Board of Directors be specifically delegated to one or more of its committees, except as prohibited by law) shall include, but not be limited to, determination of the following:

- (1) The number of shares constituting that series and the distinctive designation of that series;
- (2) The dividend rate on the shares of that series, whether such dividends, if any, shall be cumulative, and, if so, the date or dates from which dividends payable on such shares shall accumulate, and the relative rights of priority, if any, of payment of dividends on shares of that series;
- (3) Whether that series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights;
- (4) Whether that series shall have conversion privileges with respect to shares of any other class or classes of stock or of any other series of any class of stock, and, if so, the terms and conditions of such conversion upon the occurrence of such events as the Board of Directors shall determine;
- (5) Whether the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including their relative rights of priority, if any, of redemption, the date or dates upon or after which they shall be redeemable, provisions regarding redemption notices, and the

amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(6) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;

(7) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series;

(8) The conditions or restrictions upon the creation of indebtedness of the Corporation or upon the issuance of additional Preferred Stock or other capital stock ranking on a parity therewith, or prior thereto, with respect to dividends or distribution of assets upon liquidation;

(9) The conditions or restrictions with respect to the issuance of, payment of dividends upon, or the making of other distributions to, or the acquisition or redemption of, shares ranking junior to the Preferred Stock or to any series thereof with respect to dividends or distribution of assets upon liquidation; and

(10) Any other designations, preferences, powers and rights and any qualifications, limitations or restrictions thereon as may be fixed by resolution or resolutions of the Board of Directors under the Business Corporation Act of the State of Florida.

Any of the Series Terms, including voting rights, of any series may be made dependent upon facts ascertainable outside these Articles of Incorporation and the Series Terms Resolution, provided that the manner in which such facts shall operate upon such Series Terms is clearly and expressly set forth in these Articles of Incorporation or in the Series Terms Resolution.

B. Common Stock.

(1) Subject to the rights of the holders of shares of any series of Preferred Stock set forth in any Series Terms Resolution, the Board of Directors may, in its discretion, out of funds legally available for the payment of dividends and at such times and in such manner as determined by the Board of Directors, declare and pay dividends on the Common Stock of the Corporation.

(2) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after payment or provision for the payment of the debts and other liabilities of the Corporation and the payment or setting aside for payment of any preferential amount due to the holders of shares of any series of Preferred Stock, the holders of Common Stock, subject to the rights of the holders of any shares of any class of stock or series ranking on a parity with the Common Stock as to the payments or distributions in such event, shall be entitled to receive ratably any and all assets of the Corporation remaining to be paid or distributed.

(3) Subject to the rights of the holders of shares of any series of Preferred Stock set forth in any Series Terms Resolution or provided by law, the holders of the Common Stock of the Corporation shall be entitled at all meetings of stockholders to one vote for each share of such stock held by them.

C. Retirement of Shares.

Unless otherwise provided in a Series Terms Resolution with respect to a particular series of Preferred Stock, all shares of Preferred Stock redeemed or acquired by the Corporation (as a result of conversion or otherwise) shall be retired and restored to the status of authorized but unissued shares.

D. No Preemptive Rights.

Unless otherwise provided with respect to a particular series of Preferred Stock in a Series Terms Resolution, no holder of shares of capital stock of the Corporation shall have any preemptive or other right, except as such rights are expressly provided by contract, to purchase or subscribe for or receive any shares of any class, or series thereof, of capital stock of the Corporation, whether now or hereafter authorized, or any warrants, options, bonds, debentures or other securities convertible into, exchangeable for or carrying any right to purchase any shares of any class, or series thereof, of capital stock of the Corporation.

ARTICLE IV

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

In furtherance and not in limitation of the powers conferred by statute, the By-laws of the Corporation may be made, altered, amended or repealed by the shareholders or by the Board of Directors.

ARTICLE VI

A. The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors may be increased or decreased by the shareholders or by the Board of Directors from time to time as provided in the By-laws of the Corporation.

B. Subject to the rights of the holders of any series of Preferred Stock, (A) any action required or permitted to be taken by the shareholders of the Corporation must be effected at an annual or special meeting of shareholders of the Corporation and may not be effected in lieu thereof by any consent in writing by such shareholders, and (B) special meetings of shareholders of the Corporation may be called only by the Chairman of the Board, the Chief Executive Officer, the President, the Board of Directors pursuant to a resolution adopted by the affirmative vote of the majority of the total number of directors then in office, or, upon written demand, in compliance with Section 607.0702 of the Florida Statutes, of holders of 50% of all the votes entitled to be cast on the issue to be considered at the proposed special meeting.

C. The Board of Directors of the Corporation shall be divided into three classes designated as Class I, Class II and Class III, each initially composed of two persons. Upon any change in the size of the Board of Directors, each class shall consist, as nearly as may be possible, of one-third (1/3) of the total number of directors constituting the entire Board of Directors. The number of directors constituting the Board of Directors is currently six, and the names, addresses and classification of the persons who are to serve as directors until the relevant annual meeting of shareholders, as described below, or until their successors are elected and qualify are:

<u>Name</u>	<u>Address</u>	<u>Class</u>
Wesley T. O'Brien	200 East Broward Boulevard Ft. Lauderdale, FL 33301	I
Douglas M. Karp -	466 Lexington Avenue New York, NY 10017	I
Rudolph McGlashan -	200 East Broward Boulevard, Ft. Lauderdale, FL 33301	II
Henry Kressel -	466 Lexington Avenue New York, NY 10017	II
Norman Klugman -	200 East Broward Boulevard Ft. Lauderdale, FL 33301	III

Gary Nussbaum

466 Lexington Avenue
New York, NY 10017

III

The initial term of office of directors of Class I shall expire at the next annual meeting of shareholders of the Corporation following the filing of these Third Amended and Restated Articles of Incorporation; the initial term of office of directors of Class II shall expire at the second annual meeting of shareholders of the Corporation following the filing of these Third Amended and Restated Articles of Incorporation; and the initial term of office of the directors of Class III shall expire at the third annual meeting of shareholders of the Corporation following the filing of these Third Amended and Restated Articles of Incorporation. At each annual meeting of shareholders, the successors to the category of directors whose term shall then expire shall be elected to hold office for a term expiring at the third succeeding annual meeting of shareholders. Each director shall hold office for the term for which he or she was elected and until his or her successor is elected and qualified or until his or her resignation or removal. Any vacancies on the Board of Directors for any reason shall be filled in accordance with the By-laws of the Corporation.

ARTICLE VII

A. The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she 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, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.

B. Expenses incurred in defending a civil or criminal action, suit or proceeding shall (in the case of any action, suit or proceeding against a director or officer of the Corporation) or may (in the case of any action, suit or proceeding against a trustee, employee or agent) be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors upon receipt of an undertaking by or on behalf of the indemnified person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article VII.

C. The indemnification and other rights set forth in this Article VII shall not be exclusive of any provisions with respect thereto in the By-laws or any contract or agreement between the Corporation and any officer, director, employee or agent of the Corporation.

D. Neither the amendment nor repeal of this Article VII, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article VII shall eliminate or reduce the effect of this Article VII in respect of any matter occurring prior to such amendment, repeal or adoption of an inconsistent provision or in respect of any cause of action, suit or claim relating to any such matter which would have given rise to a right of indemnification or right to receive expenses pursuant to this Article VII, if such provision had not been so amended or repealed or if a provision inconsistent therewith had not been so adopted.

E. A director of the Corporation is not personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by the director, unless:

(1) The director breached or failed to perform his or her duties as a director; and

(2) The director's breach of, or failure to perform, those duties constitutes:

(a) A violation of the criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;

(b) A transaction from which the director derived an improper personal benefit, either directly or indirectly;

(c) A circumstance under which the liability provisions of Section 607.0834 of the Business Corporation Act of the State of Florida are applicable;

(d) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or

(e) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was

committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

F. If the Business Corporation Act of the State of Florida is amended after the date upon which the original Articles of Incorporation of the Corporation were filed in the State of Florida to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Business Corporation Act of the State of Florida, as so amended.

ARTICLE VIII

The following provisions are included in these Articles of Incorporation for the purpose of ensuring that control and management of the Corporation complies with the Communications Act of 1934, as amended, and the rules, regulations and policies of the Federal Communications Commission promulgated thereunder as amended from time to time (the "Communications Act").

A. The Corporation (i) shall not issue to or for the account of (a) a person who is a citizen of a country other than the United States; (b) an entity organized under the laws of a government other than the government of the United States or any state, territory or possession of the United States; (c) a government other than the government of the United States or any state, territory, or possession of the United States; or (d) a representative of, or an individual or entity controlled by, any of the foregoing (each person or entity described in any of the foregoing clauses (a) through (d), an "Alien") any share of capital stock of the Corporation if such issuance would cause the total capital stock of the Corporation held or voted by Aliens to exceed, in violation of the Communications Act, 25% of (1) the total capital stock of the Corporation outstanding at any time or (2) the total voting shares of such capital stock outstanding and entitled to vote at any time, and (ii) shall not permit the transfer on the books of the Corporation of any capital stock to any Alien that would result in the total capital stock of the Corporation held or voted by Aliens to exceed such 25% limits in violation of the Communications Act.

B. No Alien or Aliens, individually or collectively, shall be entitled to vote or direct or control the vote of more than 25% of (i) the total capital stock of the Corporation outstanding at any time or (ii) the total voting power of all shares of capital stock of the Corporation outstanding and entitled to vote at any time, if to do so would violate the Communications Act.

C. No more than one-fourth of the total number of directors of the Corporation at any time may be Aliens, if, in either case, such would violate the Communications Act.

D. The Board of Directors shall have all powers necessary to implement provisions of this Article and to ensure compliance with the alien ownership restrictions (the "Alien Ownership Restrictions") of the Communications Act, including, without limitation, the power to prohibit the transfer of any shares of capital stock of the Corporation to any Alien and to take or cause to be taken such action as it deems appropriate to implement such prohibition. Without limiting the generality of the foregoing and notwithstanding any other provision of these Articles of Incorporation to the contrary, any shares of capital stock of the Corporation determined by the Board of Directors to be owned beneficially by an Alien or Aliens shall always be subject to redemption by the Corporation by action of the Board of Directors to the extent necessary in the judgment of the Board of Directors to comply with the Alien Ownership Restrictions. The terms and conditions of such redemption shall be as follows:

(i) The redemption price of the shares to be redeemed pursuant to this Article shall be equal to the lower of (A) the fair market value of the shares to be redeemed, as determined in good faith by the Board of Directors, and (B) such Alien's purchase price of such shares;

(ii) The redemption price of such shares may be paid in cash, securities or any combination thereof;

(iii) If less than all the shares held by Aliens are to be redeemed, the shares to be redeemed shall be selected in any manner determined by the Board of Directors to be fair and equitable;

(iv) At least ten (10) days' written notice of the redemption date shall be given to the record holders of the shares selected to be redeemed (unless waived in writing by any such holder), provided that the redemption date may be the date on which written notice shall be given to record holders if the cash or securities necessary to effect the redemption shall have been deposited in trust for the benefit of such record holders and subject to the immediate withdrawal by them upon surrender of the stock certificates for their shares to be redeemed;

(v) From and after the redemption date, the shares to be redeemed shall cease to be regarded as outstanding and any and all rights of the holders in respect of the shares to be redeemed or attaching to such shares of whatever nature (including, without limitation, any rights to vote or participate in dividends declared on stock of the same class or series as such shares) shall cease and terminate, and the holders thereof shall thereafter be entitled only to receive the cash or securities payable upon redemption; and

(vi) Such other terms and conditions as the Board of Directors shall determine.

For purposes of this Article, the determination of the beneficial ownership of shares of capital stock of the Corporation shall be made pursuant to Rule 13d-3, as amended from time to time,

. SENT BY:

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promulgated under the Securities Exchange Act of 1934, as amended, or in such other manner as determined in good faith by the Board of Directors to be fair and equitable.

ARTICLE IX

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

IN WITNESS WHEREOF, TRESKOM INTERNATIONAL, INC. has caused these Third Amended and Restated Articles of Incorporation to be made under the seal of the Corporation signed by its Chairman of the Board this 8th day of February, 1996.




Norman Klugman, Chairman of the Board

[Seal]

SEAL
TRESKOM INTERNATIONAL, INC.
EXECUTIVE