

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

**CSC networks**

800-342-8086

P95000016472

MAIL TO:  
P.O. BOX 5828  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 549855 5535A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

900001417159  
02/28/95 81064-014  
\*\*\*\*122.50 \*\*\*\*122.50

ORDER DATE : February 28, 1995

ORDER TIME : 10:50 AM

ORDER NO. : 549855

CUSTOMER NO: 5535A

CUSTOMER: Peggy Mari Hill, Legal Asst  
COHEN BERKE BERNSTEIN BRODIE  
KONDELL & LASZLO, P.A.  
19th Floor  
2601 South Bayshore Drive  
Miami, FL 33133

FILED  
95 FEB 28 PM 1:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

P95000016472

NAME: TELETIENDA NETWORK, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

RECEIVED  
95 FEB 29 PM 12:31  
DIVISION OF CORPORATION

EFFECTIVE DATE  
2-27-95

TM  
02/A  
2-28-95

**EFFECTIVE DATE**  
2-27-95

**ARTICLES OF INCORPORATION  
OF  
TELETIENDA NETWORK, INC.**

**FILED**

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SECRET  
ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 11/11/01 BY 60322  
STATE OF FLORIDA

The undersigned, acting as incorporator of TELETIENDA NETWORK, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the Corporation is: TELETIENDA NETWORK, INC..

**ARTICLE II**

**COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence on February 27, 1995.

**ARTICLE III**

**DURATION**

The duration of the Corporation will be perpetual.

**ARTICLE IV**

**PURPOSE**

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

**ARTICLE V**

**PRINCIPAL OFFICE**

The principal office of the Corporation shall be:

5601 Collins Avenue  
Miami Beach, Fl. 33140

**ARTICLE VI**

**AUTHORIZED SHARES**

The maximum number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock at \$1.00 par value per share.

## ARTICLE VII

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133, and the name of the Corporation's initial registered agent at that address is COBER Corporate Agents, Inc.

### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have three directors initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The name and address of the directors are:

<u>Name</u>	<u>Address</u>
RUSSELL W. GALBUT	5601 Collins Avenue Miami Beach, Fl. 33140
SONNY KAHN	5601 Collins Avenue Miami Beach, Fl. 33140
ERWIN HERLING	5225 Collins Avenue Miami Beach, Fl. 33140

## ARTICLE IX

### INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Richard N. Bernstein	c/o Cohen, Berke, Bernstein, Brodie, Kondell & Laszlo, P.A. 2601 So. Bayshore Drive 19th Floor Miami, Florida 33133

## ARTICLE X

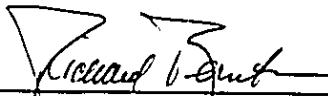
### INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other

enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of February, 1995.

  
Richard N. Bernstein,  
Incorporator

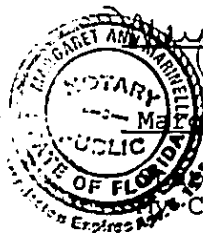
STATE OF FLORIDA

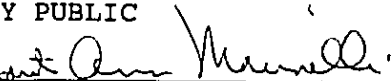
)  
) SS:  
)

CCUNTY OF DADE

The foregoing instrument was acknowledged before me this 27th day of February, 1995, by RICHARD N. BERNSTEIN, who is personally known to me.

NOTARY PUBLIC



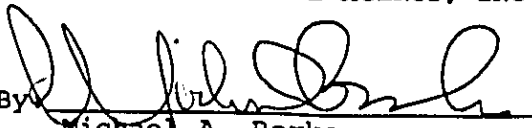
  
Margaret Ann Marinelli

Notary Public, State of Florida at Large  
Commission Expires:

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been designated as registered agent for TELETIENDA NETWORK, INC. in the foregoing Articles of Incorporation, I, on behalf of COBER Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

**COBER CORPORATE AGENTS, INC.**

By   
Michael A. Berke,  
Vice President

FILED  
95 FEB 28 PM 1:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DEC-30-96 MON 4:27 PM

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TERESA 96 FLORIDA DIVISION OF CORPORATIONS  
5:22 PM PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

((H96000018194 6))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735  
(904)385-6761

FAX #:

NAME: TELETIENDA NETWORK, INC. AUDIT NUMBER.....H96000018194 DOC  
TYPE.....DISSOLUTION CERT. OF STATUS..0 PAGES..... 1  
CERT. COPIES.....0 DEL.METHOD.. FAX EST.CHARGE.. \$35.00 NOTE:  
PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX AUDIT NUMBER  
ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

RECEIVED  
96 DEC 31 AM 8:08  
FLORENCE DIVISION OF CORPORATIONS

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Diss

FILED  
96 DEC 31 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H960000 18194

**ARTICLES OF DISSOLUTION**  
**OF**  
**TELETIENDA NETWORK, INC.**

Pursuant to Section 607.1403, Florida Statutes, this corporation submits the following  
Articles of Dissolution:

1. The name of the corporation is Teletienda Network, Inc. (the "Corporation").
2. The date dissolution was authorized is December 30, 1996.
3. Dissolution was approved by the shareholders, by unanimous vote of all shareholders of the Corporation, on December 30, 1996, and therefore the number of votes cast for dissolution was sufficient for approval.
4. The effective date of the dissolution shall be December 31, 1996.

Signed this 30th day of December, 1996.

  
Sony Kaka, President

  
Russell W. Galbraith, Secretary/Treasurer

Prepared by:

Sharon Christenbury, Esq.  
c/o Teletienda Network, Inc.  
555 N.E. 15th Street  
Miami, Florida 33132  
(305) 374-5700  
Florida Bar No. 772852

FILED  
96 DEC 31 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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