

P 950000 22274

Chapter Number Only

FILED
MAR 20 PM 3:23
SECRET
FALLS CHURCH, VA

217195 Eduardo Cantera

Taylor Brian, Baker & Grigone.
Requester's Name
801 Brickell Ave #1401
Address
MIAMI FL 33131
City State ZIP Phone
377-6700F

VALIDATION ONLY

CORPORATION(S) NAME

Blackstone Calling CARD, INC.

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Mail Out
- Pick Up

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

F. CHESSER MAR 20 1995

EMPIRE Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION
OF
BLACKSTONE CALLING CARD, INC.

FILED
MAR 20 PM 3 23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

BLACKSTONE CALLING CARD, INC.

ARTICLE II

This corporation shall commence existene upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:

MR. LUIS ARIAS
7900 N.W. 36th Street
Second Floor
Miami, Florida 33166

ARTICLE IV.

The General nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statutes S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of shares, having an individual par value of;

ONE THOUSAND SHARES/NO PAR VALUE.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

TAYLOR, BRION, BAKER & GREENE
c/o Thomas J. Palmieri, Esq.
801 Brickell Avenue,
Miami, Florida 33131

ARTICLE VII

The initial board of Directors shall consist of a total of Two (2) persons. Their names and address of said individuals who are to serve as an initial directors are:

Luis Arias 7900 N.W. 36th Street Miami, Florida 33166	Director
---	----------

Carlos Zumarraga 13301 S.W. 22nd Street Miami, Florida 33175	Director
--	----------

ARTICLE VIII

The name and address of the incorporators executing these Articles of incorporation is:

Luis Arias
7900 N.W. 36th Street
Miami, Florida 33166

Carlos Zumarraga
13301 S.W. 22nd Street
Miami, Florida 33175

ARTICLE IX

The initial officers of BLACKSTONE CALLING CARD, INC., shall be:

LUIS ARIAS President

CARLOS ZUMARRAGA Executive Vice President/Secretary

The name and address of the incorporators executing these Articles of Incorporation is:

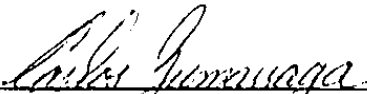
Luis Arias
7900 N.W. 36th Street
Miami, Florida 33166

Carlos Zumarraga
13301 S.W. 22nd Street
Miami, Florida 33175

The undersigned has executed these Articles of Incorporation this **Twenty Seven** day of **February**, 1995.



LUIS ARIAS
7900 N.W. 36th Street
Miami, Florida 33166



CARLOS ZUMARRAGA
13301 S.W. 22nd Street
Miami, Florida 33175

**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.

First that: **BLACKSTONE CALLING CARD, INC.**
desiring to organize in the State of Florida with its principal office, as indicated in the articles of incorporation has named:

**Thomas J. Palmieri, Esq. &
Eduardo Cantora, Esq.**

With offices at:

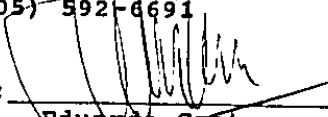
**TAYLOR, BRION, BUKER & GREENE
Mr. Thomas J. Palmieri, Esq. &
E. Cantora, Esq.
801 Brickell Avenue
Fourteenth Floor
Miami, Florida 33131
(305) 639-9590 / (305) 592-6691 fax**

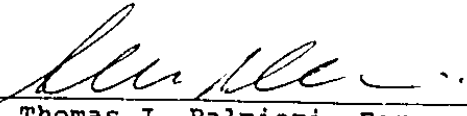
FILED
1995 MAR 20 PM 3:23
SECRETARY OF STATE
TALLAHASSEE

State of Florida, as its agent to accept service of process within this State.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

**TAYLOR, BRION, BUKER & GREENE
Thomas J. Palmieri, Esq. &
801 Brickell Avenue, Fourteenth Floor
Miami, Florida 33131
(305) 639-9590
(305) 592-6691**

By: 
Eduardo Cantora, Esq.
Florida Bar No. 154990
Date: 3/16/95

By: 
Thomas J. Palmieri, Esq.
Florida Bar No. 242047
Date: 3/16/95