

GREENSPAN & KANE

A PARTNERSHIP (INCLUDING PROFESSIONAL ADMISSIONS)

ATTORNEYS AT LAW

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* Licensed in Florida, Connecticut
New York, New Jersey, Pennsylvania
† New York Only
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March 16, 1995

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Telemedia International, Inc.

800001484078
-03/20/95--01081--011
*****70.00 *****70.00

Ladies and Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of Telemedia International, Inc., together with this firm's check in the amount of \$70.00 for the filing fee.

Kindly return a copy marked "filed" in the stamped, self-addressed envelope provided herein.

Very truly yours,



Charles J. Kane
For the Firm

CJK:pd

Enclosures

F:\WPFILES\CORP\TELEMEDIA-STATE.LTR

FILED
1995 MAR 20 PM 8:34
TALLAHASSEE, FLORIDA

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3/21/95
P95-22445

ARTICLES OF INCORPORATION
of
TELEMEDIA INTERNATIONAL, INC.

FILED
1995 MAR 20 11 8 34
STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT

The undersigned, of legal age, hereby forms this corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be: TELEMEDIA INTERNATIONAL, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, including, but not limited to, any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share.

ARTICLE IV

CORPORATE EXISTENCE

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be 131 So. H Street, Lake Worth, FL 33460 with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VI
REGISTERED AGENT

The name and street address of the Registered Agent of the corporation are:

Name: Michael M. Ghrayeb

Registered Office: 131 So. H Street, Lake Worth, FL 33460

ARTICLE VII
NUMBER OF DIRECTORS

The number of directors of this corporation shall be not less than one (1) nor more than the number specified in the Bylaws of the corporation.

ARTICLE VIII
DIRECTORS

The names and street addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation and Bylaws of the corporation, shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified, are:

Name and Address

Michael M. Ghrayeb
131 So. H Street, Lake Worth, FL 33460

Ali Mohammad Ghoryeb
Sumakieh Bldg., Madame Curie St., P.O. Box 14-5614, Beirut, Lebanon

ARTICLE IX
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

Name and Address

Michael M. Ghrayeb
131 So. H Street, Lake Worth, FL 33460

ARTICLE X
OTHER PROVISIONS

The Directors of this corporation shall have the power to make or amend the Bylaws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

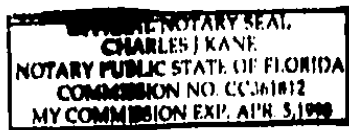
IN WITNESS WHEREOF, the undersigned Incorporator executes these Articles of Incorporation on March 17, 1995.

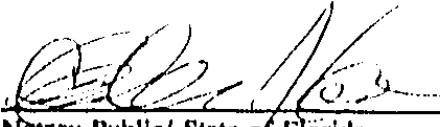
 (SEAL)
MICHAEL M. GHRAYEB

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me by MICHAEL M. GHRAYEB
this 17 day of March, 1995, ☒ who is personally known to me or [] who has
produced _

_____(type of identification) as identification and [] who did [] did not take
an oath.




Notary Public/ State of Florida
Printed Name: _____
Commission Expires: _____
Notary No. _____

PAWPTILES CORP. TM. BMIDARTICLE 128

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON

WHOM PROCESS MAY BE SERVED

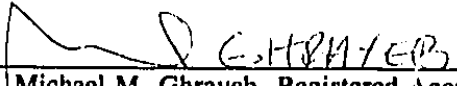
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That TELEMEDIA INTERNATIONAL, INC., qualified to do business under the laws of the State of Florida, with its principal office at 131 So. H Street, Lake Worth, FL 33460 has appointed Michael M. Ghrayeb, whose address is 131 So. H Street, Lake Worth, FL 33460, as its agent to accept service of process within this State.

ACKNOWLEDGMENT OF APPOINTMENT

Having been named to accept service of process for the abovestated corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Dated: March 12, 1995.



Michael M. Ghrayeb, Registered Agent

FILED
MAR 13 1995
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SIXTH JUDICIAL CIRCUIT
MIAMI, FLORIDA