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TO: DIVISION OF CORPORATIONS FROM: ACE INDUSTRIES, INC.  
DEPARTMENT OF STATE 54 NW 11TH ST  
STATE OF FLORIDA  
407 EAST GAINES STREET MIAMI FL 33136-2090-0000  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: TELEBIP TRADING, INC.  
FAX AUDIT NUMBER: H95000004159 CURRENT STATUS: REQUESTED  
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CLERK OF DISTRICT COURT  
NINTH JUDICIAL CIRCUIT  
MIAMI, FLORIDA

ARTICLE OF INCORPORATION  
OF  
TELEBIP TRADING, INC.

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is:

TELEBIP TRADING, INC.

ARTICLE II

The nature of the business to be transacted by this corporation is :

1. To engage in the import and export of items to and from the United States of America.
2. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, to invest in, trade in, deal in and with, goods, wares, merchandise real and personal property, and services, of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.
3. To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks and licences, in the State of Florida and in all other states and countries.
4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.
5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

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Miami, FL 33138  
TEL: 462-0274

H95-04159

6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the share of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any privileges of ownership, including the right to vote such stock.

7. To carry on any lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects enumerated in these Articles of Incorporation.

8. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand shares of common stock, each having one cent par value.

The consideration to be paid for each share shall be fixed by the Board of Directors and any and all shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock, and not liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payments thereon.

The capital stock may be paid for in property, labor, or services as a just valuation to be fixed by the incorporators or the directors.

The stock shall be issued from time to time as may be determined by the Board of Directors.

On dissolution or liquidation of the corporation, the holders of the stock shall be entitled to distribution as their holdings may appear upon the stock record of the corporation.

### ARTICLE IV

The amount of capital with which this corporation may begin business shall not be less than One Hundred Dollars.

### ARTICLE V

This corporation shall have perpetual existence.

H95-04159

H95-04159

ARTICLE VI

The initial street address of the principal office of this corporation in the State of Florida is:

150 SE 2 Avenue, # 1004  
Miami, Florida 33131

The Board of Directors may from time to time move the principal office to any other address in Florida. Branch offices may be maintained at such other places in the State of Florida, the United States of America, and foreign countries as may from time to time be authorized by the Board of Directors.

ARTICLE VII

This corporation shall have not less than one shareholder, initially.

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Luiz Claudio Peixoto Cury	150 SE 2 Avenue, #1004 Miami, Florida 33131	90
Thomas Coelho Filizzola	150 SE 2 Avenue, #1004 Miami, Florida 33131	10

ARTICLE IX

The names and street addresses of the members of the first Board of Directors and officers, who shall hold office for the first year of existence of this corporation, or until their successors are elected and have qualified are :

<u>Name</u>	<u>Address</u>	<u>Office</u>
Luiz Claudio Peixoto Cury	150 SE 2 Avenue, #1004 Miami, FL 33131	President/ Director
Thomas Coelho Filizzola	150 SE 2 Avenue, #1004 Miami, Florida 33131	Secretary/ Director
Fernando Andrade	150 SE 2 Avenue, #1004 Miami, Florida 33131	Assistant/ Secretary

H95-04159

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#### ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a Stockholders' Meeting by a majority of the stock entitled to vote thereon.

#### ARTICLE XI

The Stockholders of this corporation may enter into agreements between themselves respecting their respective rights and duties with reference to the shares of stock of this corporation, and such agreements may include any limitation upon the transferability of assignment of the stock and the conferring of pre-emptive rights of purchase upon the stockholders as condition precedent to the sale of other stock, and such agreements shall be valid and this corporation may join as a party thereto.

#### ARTICLE XII

This corporation may, by action taken at any meetings of its Board of Directors, sell, lease, or exchange all of its property and assets, including its good will, its corporate franchise or any property or assets essential to its corporate business upon such terms and conditions as its authorized by an affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise a majority of the voting power outstanding, provided, however, that no vote or consent of stockholders shall be necessary for a transfer of assets by way of a mortgage, trust or pledge to secure the indebtedness of the corporation.

#### ARTICLE XIII

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

First: That TELEBIP TRADING, INC., desiring to organize under the laws of the State of Florida, with its principal office, as designated in these Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named FERNANDO ANDRADE, as its agent to accept service of process within the State, at the corporation's initial registered office, located at 150 SE 2 Avenue, # 1004, Miami, Florida 33131.

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**ACKNOWLEDGMENT:**

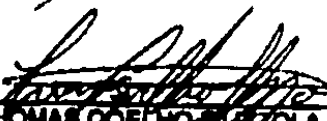
Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
FERNANDO ANDRADE

IN WITNESS whereof the undersigned subscribers have hereunto set their hands and seals.

Dated this 29<sup>th</sup> day of MARCH, 1995.

  
LUIZ CLAUDIO PEXOTO CURY

  
THOMAS COELHO REZOLA

State of Florida  
County of Broward

I hereby certify that on this day personally appeared Luiz Claudio Pexoto Cury, to me well known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me to have executed the same for the purpose therein expressed.

Witness my hand and official seal in the County and State above named this 29<sup>th</sup> day of MARCH, 1995.

  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

State of Florida  
County of Dade

KATHY BARRERA  
Notary Public, State of Florida  
My Comm. expires Sept 27, 1997  
No. CC318901

H95-04159

H95-04159

I hereby certify that on this day personally appeared Thomas Coelho Filizola, to me well known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me to have executed the same for the purpose therein expressed

Witness my hand and official seal in the County and State above named this 12th day of March, 1995.

  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

KATHY BARRERA  
Notary Public, State of Florida  
My Comm. expires Sept 27, 1997  
No. 00810001

FILED  
95 MAR 12 PM 3:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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