

**P95000032183**

**JOHN M. WEINBERG**

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ON APR 21 PM 12:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**BY FEDERAL EXPRESS**

NOVEMBER 23, 1994

RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

**RE: Articles of Incorporation of AMERILINK USA, INC.**

Dear Sirs;

Enclosed please find the original and one copy of the Articles of Incorporation and check in the amount of \$122.50 for the above referenced Florida corporation. Please return a stamped copy to me in the enclosed self-addressed stamped envelope.

Should you have any question, please feel free to contact me.

Sincerely,

*John Weinberg*  
John Weinberg

APR 25 1995 BSA

**ARTICLES OF INCORPORATION**  
**OF**  
**AMERLINK USA, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I.**  
Name

The name of this Corporation shall be AmerLink USA, Inc.

**ARTICLE II.**  
Address of Corporation

The mailing address and principal office location of the Corporation shall be:

444 Brickell Avenue  
Suite 51  
Miami, Florida 33131

**ARTICLE III.**  
Nature of Business

The general nature of the business and the activity to be transacted and carried on by this Corporation, is to operate an import-export business.

**ARTICLE IV.**  
Stock

The designation of shares, the authorized number of shares, and the par value of the capital stock of the Corporation shall be as follows:

<u>Designation of</u> <u>Class</u>	<u>Number of Shares</u>	<u>Per Value</u> <u>Per Share</u>
Common Stock	1000	\$.10 Par Value

The holders of the Common Stock shall have voting rights of one vote per share, except as otherwise provided by applicable law.

**ARTICLE V.**  
**Incorporator**

The name and street address of the Incorporator of this Corporation, is as follows:

Mr. George Fomenko  
444 Brickell Avenue, Suite 51  
Miami, Florida 33131

**ARTICLE VI**  
**Term of Corporate Existence**

This Corporation shall exist perpetually, unless dissolved according to law.

**ARTICLE VII**  
**Address of Registered Office and Registered Agent**

The street/mailling address of the initial registered office of this Corporation in the State of Florida shall be 1925 Brickell Avenue, Suite D207, Miami, Florida, 33129. The name of the initial registered agent of the Corporation at the above address shall be John M. Weinberg, Esquire. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

**ARTICLE VIII**  
**Number of Directors**

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

**ARTICLE IX.**  
**Initial Board of Directors**

The names and street addresses of the member of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until his successors are elected, is as follows:

Mr. George Fomenko  
444 Brickell Avenue, Suite 51  
Miami, Florida 33131

**ARTICLE X**  
**Officers**

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

**ARTICLE XI.**

By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

**ARTICLE XII.**

Indemnification of Directors  
and Officers

The Corporation shall indemnify any employee, Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding to the fullest extent permitted by law.

**ARTICLE XIII.**

Financial Information

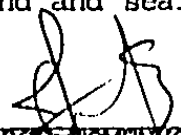
The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders. Nor shall the corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

**ARTICLE XIV.**

Amendment

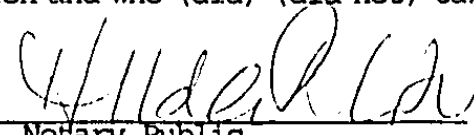
These Articles of Incorporation may only be amended by a two thirds vote of the shareholders.

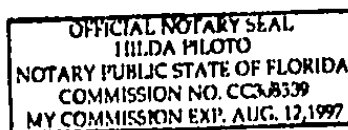
IN WITNESS WHEREOF, the undersigned, being the original  
subscribing incorporator to the foregoing Articles of Incorporation  
has hereunto set his hand and seal this \_\_\_\_\_ day of November,  
1994.

  
\_\_\_\_\_  
GEORGE FOMENKO (SEAL)  
Incorporator

STATE OF FLORIDA     )  
                              )     SS:  
COUNTY OF DADE     )

I HEREBY CERTIFY that the foregoing instrument was  
acknowledged before me this 18 day of April, 1995, by George  
Fomenko who is personally known to me (YES) (NO) or who produced  
CDL # 9522004520600 as identification and who (did) (did not) take  
an oath.

  
\_\_\_\_\_  
Notary Public,  
State of Florida at Large  
Hilda Pioto  
Printed Name of Notary Public



**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.034, the following is submitted:

AMERLINK USA, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 1925 Brickell Avenue, Suite D207, Miami, Florida, 33129, as its initial Registered Office and has named John M. Weinberg, Esquire, located at said address, as its initial Registered Agent.

BY: \_\_\_\_\_

GEORGE FOMENKO  
Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

BY: \_\_\_\_\_

JOHN M. WEINBERG, ESQ.  
Registered Agent