

P9500037443
LAW OFFICES OF
MARK J. PONTELNEK

SUITE 11 - N
FINANCIAL FEDERAL BUILDING
407 LINCOLN ROAD
MIAMI BEACH, FLORIDA 33139
DADE (305) 538-7210
BROWARD (305) 920-0663
FAX (305) 534-5470

May 9, 1995

Via Federal Express

5.0000146124515
-05/10/95 -01044 -014
****122.50 ****122.50

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

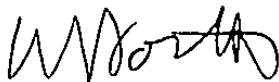
**RE: Articles of Incorporation for:
GLOBAL COMMUNICATION SERVICES CORP.**

Gentlemen:

Enclosed herewith you will please find Articles of Incorporation for **Global Communication Services Corp.**, along with my check payable to the Secretary of State in the amount of \$122.50. Please file the Articles and return a certified copy of same to this office by **Federal Express**. I have enclosed a completed air bill and Federal Express envelope for this purpose.

Thank you for your attention to this matter. If you have any questions, please feel free to contact me.

Very truly yours,



MARC POSTELNEK

MP:cm
Enclosures

cc: Mr. Oscar Duran
Mr. Anthony Nunez

FILED
MAY 10 PM 12:32
DIVISION OF STATE
TALLAHASSEE, FLORIDA

*same people have
R95-1829*

D. BROWN MAY 11 1995

**ARTICLES OF INCORPORATION
OF
GLOBAL COMMUNICATION SERVICES CORP.**

FILED
25 MAY 10 PM 12:32
TALLAHASSEE, FLORIDA

WE, the undersigned, do submit these Articles for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations.

ARTICLE I

The name of the corporation shall be: GLOBAL COMMUNICATION SERVICES CORP. Its business shall be carried out at 10550 N.W. 77th Court, Suite 306, Hialeah Gardens, Dade County, FL 33016, or at such other points or places in the State of Florida, the United States, or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The general nature of the business or businesses to be transacted by the Corporation is as follows:

The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes 607 et seq.

ARTICLE III

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 500 shares of Common Stock at \$1.00 Dollar par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the Incorporators or by the Directors at the meeting called for such purpose.

ARTICLE IV

This Corporation shall begin business with a capital of \$100.00 Dollars and the undersigned incorporators do hereby state that there has already been paid into the Corporation on behalf of the subscribers set forth herein the sum of \$100.00 Dollars.

ARTICLE V

This Corporation shall exist perpetually.

ARTICLE VI

The business of this Corporation shall be conducted by a Board of Directors of not less than two (2) Directors, the exact number of Directors to be fixed by the Bylaws of this Corporation. Directors must be stockholders.

ARTICLE VII

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office until the organizational meeting of this Corporation, and until their successors are elected and have qualified are:

OSCAR DURAN
6856 West 25th Lane
Hialeah, FL 33016

ANTHONY NUNEZ
17700 N.W. 67th Ave., #119
Miami, FL 33015

ARTICLE VIII

The offices to be held by the above named Directors are as follows:

OSCAR DURAN	-	PRESIDENT, SECRETARY and TREASURER
ANTHONY NUNEZ	-	VICE PRESIDENT

ARTICLE IX

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>NAME</u>	<u>SHARES</u>	<u>VALUE</u>
OSCAR DURAN 6856 West 25th Lane Hialeah, FL 33016	75	\$75.00
ANTHONY NUNEZ 17700 N.W. 67th Ave., #119 Miami, FL 33015	25	\$25.00

ARTICLE X

The name and address of the initial registered agent is:
MARC POSTELNEK, 407 Lincoln Road, Suite 11-B, Miami Beach, FL 33139.

ARTICLE XI

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as a director or officer of the Corporation, and each person who serves at the request of the Corporation, from and against any and all claims and liabilities to which such person shall become subject by

reason of his/her being director or officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him/her as a director or officer. The Corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him/her in connection with any claim of liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

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

ARTICLE XII

No contract or other transaction between this Corporation and any other firm or corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporations are pecuniarily or otherwise interested in, or are directors or officers of, such other firm or corporation, provided that the fact that he/she is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other corporation, or is so interested, may be counted in determining

the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he/she were not a director or officer of such other corporation or not so interested.

ARTICLE XIII

The Shareholders of the Corporation are hereby granted preemptive rights as conditions precedent to the issuance or sale of any additional stock of the Corporation.

ARTICLE XIV

The transferability or assignment of the stock of the Corporation has been restricted pursuant to that certain Agreement between the Shareholders of the Corporation.

ARTICLE XV

The Shareholders of the Corporation have entered or will be entering into a certain Shareholders' Agreement.

ARTICLE XVI

The provisions of this Charter, and each and every article and section hereof, and the Bylaws of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association, and/or

corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 9 day of MAY, 1995.

[Signature] (SEAL)
OSCAR DURAN

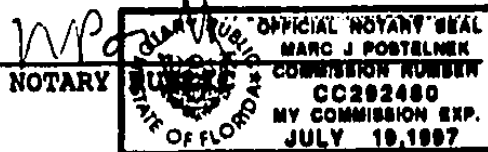
[Signature] (SEAL)
ANTHONY NUNEZ

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, personally appeared OSCAR DURAN, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforescribed this 9 day of MAY, 1995.

My Commission Expires:

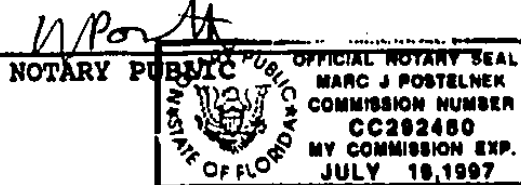


STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, personally appeared ANTHONY NUNEZ, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforescribed this 9 day of MAY, 1995.

My Commission Expires:




**CERTIFICATE DESIGNATING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**

FILED
95 MAY 19 PM 12:32
CLERK OF COURT
MIAMI-DADE COUNTY
FLORIDA

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

First, that **GLOBAL COMMUNICATION SERVICES CORP.**, a Florida Corporation qualified to do business under the laws of this State, with its principal office located at 10550 N.W. 77th Court, Suite 306, Hialeah Gardens, Dade County, Florida 33016, has appointed **MARC POSTELNEK**, 407 Lincoln Rd., Suite 11-B, Miami Beach, FL 33139, as its agent to accept service of process within this State.

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



MARC POSTELNEK, REGISTERED AGENT
407 Lincoln Road, Suite 11-B
Miami Beach, FL 33139
(305) 538-7210

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT
CORPORATION
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Gordon B. McMillan
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P95000037443
1. Corporation Name

GLOBAL COMMUNICATION SERVICES CORP.

Principal Place of Business: 10550 NW 77 CT # 306 HIALEAH, FL. 33016
Mailing Address: 10550 NW 77 CT # 306 HIALEAH FL 33016

2. Principal Place of Business: 31 State, Apt. #, etc. 32 City & State 33 Zip 34 Country
2a. Mailing Address: 26 State, Apt. #, etc. 27 City & State 28 Zip 29 Country 30

3. Name and Address of Current Registered Agent
MARC POSTELNEK
407 Lincoln Road
Miami Beach, FL. 33139

3. Date incorporated or chartered 5-10-75 3a. Initial Filing Date 09/22/1995
4. FEI Number 67-0580043 5. Certificate of Status Desired [] \$0.75 Additional Fee Required
6. Election Campaign Financing Trial Fund Contribution [] \$5.00 May Be Added to Fee
7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes [] Yes [] No

10. Name and Address of New Registered Agent
81 Name OSCAR DURAN
82 Street Address (P.O. Box Number is Not Acceptable) 10550 NW 77 Ct. # 306
83 City Hialeah FL 84 Zip Code 33016

11. Pursuant to the provisions of Sections 607.0202 and 607.1606, Florida Statutes, the above named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0405, Florida Statutes.

SIGNATURE Oscar Duran Oscar Duran 9-27-96
Signature typed or printed name of person signing (Signature required when incorporating)

12. OFFICERS AND DIRECTORS
12.1 TITLE [] DELETE
NAME PST OSCAR DURAN
STREET ADDRESS 10550 NW 77 CT. # 306
CITY-STATE-ZIP Hialeah, FL. 33016
12.2 TITLE [] DELETE
NAME VP ANTHONY NUNEZ
STREET ADDRESS 10550 NW 77 CT. # 306
CITY-STATE-ZIP Hialeah, FL. 33016
12.3 TITLE [] DELETE
NAME
STREET ADDRESS
CITY-STATE-ZIP
12.4 TITLE [] DELETE
NAME
STREET ADDRESS
CITY-STATE-ZIP
12.5 TITLE [] DELETE
NAME
STREET ADDRESS
CITY-STATE-ZIP
12.6 TITLE [] DELETE
NAME
STREET ADDRESS
CITY-STATE-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE [] Change [] Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-STATE-ZIP
2.1 TITLE [] Change [] Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-STATE-ZIP
3.1 TITLE [] Change [] Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-STATE-ZIP
4.1 TITLE [] Change [] Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-STATE-ZIP
5.1 TITLE [] Change [] Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-STATE-ZIP
6.1 TITLE [] Change [] Addition
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-STATE-ZIP

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(a), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Oscar Duran 9-27-96 (30) 82V-315
Signature typed or printed name of signing officer or director Date Daytime Phone #

CP25034 (12/95)