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    DEPARTMENT OF STATE   1221 BRICKELL AVE
    STATE OF FLORIDA
    409 EAST GAINES STREET   MIAMI FL 33131-   0-0000
    TALLAHASSEE, FL 32399   CONTACT: ELIZABETH C GALVIN
FAX: (904) 922-4000   PHONE: (305) 789-5449
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(((H95000005700)))   DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
                  NAME: AIRTEL COMMUNICATIONS CORP.
    FAX AUDIT NUMBER: H95000005700   CURRENT STATUS: REQUESTED
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ARTICLES OF INCORPORATION

AIRTEL COMMUNICATIONS CORP.

ARTICLE I

The name of the corporation is AIRTEL COMMUNICATIONS CORP., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o: Patricia Menendez Cambo, 1221 Brickell Avenue, Miami, FL 33131.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or

(2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is **Patricia Menendez Cambo.**

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ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is four, and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified are:

JORGE DUBE
1221 Brickell Avenue
Miami, FL 33131

RAUL DUBE
1221 Brickell Avenue
Miami, FL 33131

GUIDO ECHEVARRIA
1221 Brickell Avenue
Miami, FL 33131

PEDRO PELAEZ
1221 Brickell Avenue
Miami, FL 33131

ARTICLE VII

The name of the Incorporator is Patricia Menendez Cambo and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 22nd day of May, 1995.

P. M Cambo
Patricia Menendez Cambo - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of AIRTEL COMMUNICATIONS CORP., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

P. M Cambo
Patricia Menendez Cambo, Registered Agent

Dated: May 22, 1995

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