

06/14/1995

305-672-9118

CORP CREATIONS

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: CORPORATE CREATIONS INTERNATIONAL IN

DEPARTMENT OF STATE

401 OCEAN DR

STATE OF FLORIDA

SUITE 312

409 EAST GAINES STREET

MIAMI BEACH FL 33139-0000 9

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: INTERNATIONAL COMMUNICATIONS CLUB INC.

FAX AUDIT NUMBER: H95000006666

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Articles of Incorporation  
of  
International Communications Club Inc.

FILED  
95 JUN 15 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is International Communications Club Inc.

Article II. Address

EFFECTIVE DATE

The mailing address of the Corporation is:

6-14-95

International Communications Club Inc.  
351 Minorka Avenue, Suite D-2(E)  
Coral Gables, FL 33014

Article III. Purpose

The Corporation's objective is to dedicate itself to its own accounts, third parties accounts, accounts of third parties, local and/or foreign corporations moreover to engage in the following activities: (a) The presentation and advising of other businesses in the areas of commerce and finance, conducting studies, projects, analysis, investigations of companies, products and services particularly in the area of telecommunications; (b) At buying, selling, investigating, with the authority to accept obligations, deposits, credits, guarantees, finances, with personal guarantees; or acceptance of credit, discount, purchase, or selling notes, receivables, and jewelry, to accept letters of credit and various negotiable documents; (c) Acts of purchase, sale, subdivision, partisan, construction and exploitation of various types of goods and products; and (d) Exercise, mandate, represent, and commission any natural acts, particularly in the area of telecommunication. At all levels of society, with great authority to always act in the best interest of the Corporation, and to do any acts, except those prohibited by law.

Hugo Florido, Bar Member 949256  
Hugo Florido, P.A.  
2100 West 76th Street, Suite 401  
Hialeah, FL 33016  
305-828-1690 • Fax 305-828-1798

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#### Article IV. Capital Stock and Investment

The Corporation shall have the authority to issue 501 shares of common stock, par value \$1.00 per share. The capital investment shall be limited to five hundred and one dollars (\$501). With Guillermo Ochoa, whom has contributed three hundred and thirty-four dollars (\$334); and Abraham Oscar Szuchmacher, having invested one hundred and sixty-seven dollars (\$167). These monies having been invested on the tenth day of June, 1995.

#### Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Hugo Florido, P.A.  
2100 West 76th Street, Suite 401  
Hialeah, FL 33016

#### Article VI. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The Corporation, representation and use of the Corporation shall be in the hands of one or more directors; with the exception of the banking activities and financing, which always require the signature of any two directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Guillermo Ochoa  
Abraham Oscar Szuchmacher

Hugo Florido, Bar Member 949256  
Hugo Florido, P.A.  
2100 West 76th Street, Suite 401  
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Article VII. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.  
401 Ocean Drive, Suite 312  
Miami Beach, FL 33139

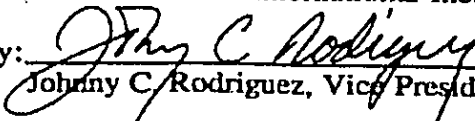
Article VIII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of  
June 14, 1995.

The undersigned incorporator executed these Articles of Incorporation on  
June 14, 1995.

Corporate Creations International Inc.

By:

  
Johnny C. Rodriguez, Vice President

Hugo Florido, Bar Member 949256  
Hugo Florido, P.A.  
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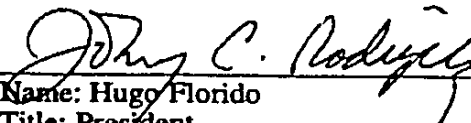
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

**CORPORATION:**  
International Communications Club Inc.

**REGISTERED AGENT:**  
Hugo Florido, P.A.  
2100 West 76th Street, Suite 401  
Hialeah, FL 33016

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Hugo Florido, P.A.

  
Name: Hugo Florido  
Title: President

By: Johnny C. Rodriguez, as attorney-in-fact

Date: JUNE 14, 1995

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TALLAHASSEE, FLORIDA

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