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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: EXITOS COMMUNICATIONS GROUP, INC.

FAX AUDIT NUMBER: H95000008201

CURRENT STATUS: REQUESTED

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ARTICLES OF INCORPORATION

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OF**EXITOS COMMUNICATIONS GROUP, INC.****ARTICLE I - NAME**

The name of the corporation is EXITOS COMMUNICATIONS GROUP, INC.

ARTICLE II - ADDRESS

The principal office or mailing address of this corporation shall be located at:

Exitos Communications Group, Inc.
100 S. Biscayne Boulevard
Suite 800
Miami, FL 33131

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE III - DURATION

This corporation shall exist in perpetuity.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 100 S. Biscayne Boulevard, Suite 800, Miami, FL 33131 and the name of the registered agent of this corporation is Bernardo A. Portuondo.

ARTICLE VI - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.01 par value common stock which shall be designated "Common Shares."

HALEY, SINAGRA & PEREZ, RA⁻¹⁻ / BERNARDO A. PORTUONDO, E
100 S. Biscayne Blvd. #800 FL. BAR NO. 0744026.
Miami, FL 33131
(305) 374-1300

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation is:

Carlos Martin
11401 S.W. 72nd Place
Miami, Florida

The person named as the initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Bernardo A. Portuondo
100 S. Biscayne Boulevard, Suite 800
Miami, FL 33131

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify its officers and directors, to the full extent permitted by law either now or hereafter.

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ARTICLE XII - CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

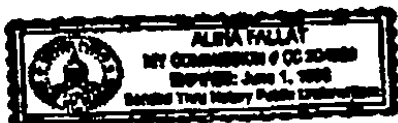
IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 25th day of July, 1995.

Bernardo A. Portuondo
BERNARDO A. PORTUONDO

STATE OF FLORIDA)
 SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, appeared Bernardo A. Portuondo, who is personally known to me or who has produced _____ as identification and who did not take an oath.

WITNESS my hand and official seal this 25th day of July, 1995.



Alina Fallat
Notary Public, State of Florida
Printed Name: Alina Fallat

My commission expires:

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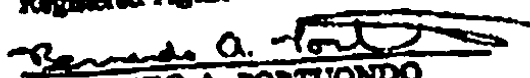
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DESIGNATION OF REGISTERED AGENT

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with the requirements and made a part of the Articles of Incorporation of the corporation.

That, Echoes Communications Group, Inc. desiring to organize under the Laws of the State of Florida, with its registered office and agent as indicated in the Articles of Incorporation, has named Bernardo A. Portuondo, as its Registered Agent to accept service of process within this State.

Acceptance of appointment as
Registered Agent


BERNARDO A. PORTUONDO

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