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Articles of Incorporation of

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

**AMCA International  
Telecommunications Inc.**

(A Florida Corporation)

FILED  
95 AUG 14 11 4: 28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Prepared by:  
Todd Kocourek, Attorney at Law  
P.O. Box 450039  
Miami, Florida 33245  
305/285-6730

*TK*

**ARTICLES OF INCORPORATION  
OF  
AMCA INTERNATIONAL TELECOMMUNICATIONS INC.**

The undersigned, acting as incorporator of a corporation pursuant to Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I.: NAME**

The name of the corporation is AMCA International Telecommunications Inc.

**ARTICLE II.: PRINCIPAL OFFICE/MAILING ADDRESS**

The principal office and mailing address of the corporation is 37 E. 28th Street, Suite 808  
New York, NY, 10016.

**ARTICLE III.: DURATION**

The duration of the corporation is perpetual, unless sooner dissolved by the officers or shareholders as provided for by the laws of Florida.

**ARTICLE IV.: PURPOSES**

The purpose of the corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida.

**ARTICLE V.: SHARES**

The corporation is authorized to issue 1000 shares of stock, which is the maximum number of shares which may be outstanding at any time. Such stock shall be of a single class.

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**ARTICLE VI: REGISTERED AGENT AND REGISTERED OFFICE**

The name and address of the registered agent of the corporation are:

Todd G. Kocourek  
5200 Blue Lagoon Drive, Suite 600, Miami, Florida 33126

**ARTICLE VII: INITIAL BOARD OF DIRECTORS**

The names and addresses of the initial board of directors of the corporation are as follows:

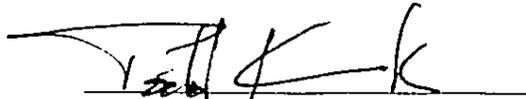
Errol Hanchard  
37 E. 28th Street, Suite 800, New York, NY,  
10016

**ARTICLE VIII: INCORPORATOR**

The name and address of the incorporator is:

Todd G. Kocourek  
P.O. Box 450039  
Miami, Florida 33245

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles of Incorporation on August 14, 1995.

  
\_\_\_\_\_  
Incorporator

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **AMCA International Telecommunications Inc.**
2. The name of the registered agent and the address of the registered office are:  
**Todd G. Kocourek**  
**5200 Blue Lagoon Drive, Suite 600, Miami, Florida 33126**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

  
Todd G. Kocourek

DATE

8/14/95

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