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FILED
95 AUG 15 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 9, 1995

Florida Division of Corporations
Dept. of State
New Filing Section
Overnight Mail
409 E. Gaines Street
Tallahassee, Florida 32301

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****122.50 ****122.50

Re: Filing of enclosed PC Tel. Inc. Articles of Incorporation

Dear New Filings Section,

Enclosed please find the original and one copy of Articles of Incorporation for PC Tel, Inc. Also, enclosed is a check for payment of the filing fee in the amount of one hundred twenty two dollars and fifty cents, a check for payment of the Federal Express fee to return to me the enclosed copy of the Articles together with the certificate of filing, and a self addressed Federal Express return envelope.

Thank you.

Very Truly Yours,


Ramon Tourgeman, Esq.

10/10/97
8-15-95

ARTICLES OF INCORPORATION
OF
PC Tel, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate together for the purpose of forming a corporation under the Laws of the State of Florida and pursuant to the provisions of the Statutes of Florida providing for the formation, liability, rights, privileges, and immunities of corporations for profit.

ARTICLE ONE

This corporation is organized and incorporated pursuant to Chapter 607 of the Florida Statutes.

ARTICLE TWO

The name of this corporation is PC Tel, INC.

ARTICLE THREE

The principal office, business, and mailing address of the corporation shall be located at 8725 N.W. 18 Terrace, Suite 211, Miami, Florida 33172.

ARTICLE FOUR

This corporation shall commence it's existence upon the filing of these Articles of Incorporation with the Secretary of State for the State of Florida, and the duration of it's existence is perpetual.

ARTICLE FIVE

This corporation has been organized for the purpose of conducting any business for profit which is permitted to be conducted in the State of Florida.

ARTICLE SIX

The total number of shares of stock which the corporation shall have the authority to issue is one thousand (1000) with a par value of one dollar per share.

The corporation is not authorized to issue any shares of stock other than common voting stock.

The shares of stock may be purchased with property, labor, services, stock in another corporation, or U.S. currency, provided that it is purchased at a just valuation as fixed by a minimum of two thirds of the Directors at an appropriately held meeting.

All Stock is to be issued as fully paid and exempt from all assessments.

ARTICLE SEVEN

The name and Street address of the registered Agent for this corporation is:

Ramon Tourgeman
28 West Flagler Street, Suite # 666
Miami, Florida 33132

ARTICLE EIGHT

The Board of Directors shall consist of a minimum of three persons, and the number of directors may be limited by the bylaws. Only shareholders shall be eligible to serve as Directors. If a director ceases to be a shareholder, then that Directors position on the board shall automatically be deemed to be vacant.

Directors shall be elected by a majority of the votes at a meeting at which a quorum is present. The number of votes each shareholder has to cast at the meeting shall be determined by the following process of cumulative voting. Each shareholder shall have a number of votes equal to the number of shares held by the shareholder multiplied by the number of Directors to be elected, and each shareholder may cast all its votes for one candidate or distribute its votes among two or more candidates.

The Shareholders shall fill all vacancies on the board by cumulative voting as described above.

The affirmative vote of not less than three board members is required to adopt any Board resolution or take any other Board action.

The Board of Directors shall consist of the following persons, subject to their removal, until elections as prescribed in the by-laws are held.

1. Marco Gateno
36 N.E. 1st Street, Suite #145
Miami, Florida 33132
2. Mayer Russo
8725 N.W. 18 Terrace, Suite 211
Miami, Florida 33172
3. Vladimir Stroleny
3725 N.W. 18 Terrace, Suite 211
Miami, Florida 33172

ARTICLE NINE

The corporation shall have four officer positions of President, Vice President, Secretary, and Treasurer. The Officers shall be appointed by the Directors each year immediately after the annual meeting of the shareholders.

Marco Gateno is the initial President, Mayer Russo is the initial Vice President, Jacob Russo is the initial Treasurer, and Vladimir Stroleny is the initial Secretary.

ARTICLE TEN

The names and addresses of the persons who are forming this corporation and the number of shares held by each of them are:

<u>NAME AND ADDRESS OF SHAREHOLDER</u>	<u>Number of shares Held</u>
1. Marco Gateno 36 N.E. 1st Street, Suite #145 Miami, Florida 33132	333.40
2. Mayer Russo 8725 N.W. 18 Terrace, Suite 211 Miami, Florida 33172	222.20
3. Jacob Russo 8725 N.W. 18 Terrace, Suite 211 Miami, Florida 33172	222.20
4. Vladimir Stroleny 8725 N.W. 18 Terrace, Suite 211 Miami, Florida 33172	222.20

ARTICLE ELEVEN

The power to adopt, repeal, alter, or amend these Articles and the by-laws, shall be held by the shareholders and Directors pursuant to the voting procedures and requirements set forth in these Articles and Bylaws of the corporation.

ARTICLE TWELVE

All Notices of Meetings of shareholders or Directors shall be prepared and delivered in strict compliance with the pertinent provisions set forth in Sections 607.0705 and 607.0141 of the Florida Statutes, and all Notices of Meetings shall include a description of the purpose or purposes for which the meeting is called.

ARTICLE THIRTEEN

The corporation shall indemnify and hold harmless any officer or director to the full extent permitted by law.

ARTICLE FOURTEEN

All actions submitted for shareholder approval shall require a majority of the votes at a meeting at which a quorum is present. A quorum of shareholders shall consist of shareholders present at a meeting who combined hold at least a simple majority of the outstanding shares.

The Shareholders shall cumulate their votes only for the purpose of electing Directors, and for any other action requiring shareholder approval to pass each Shareholder shall have a number of votes equal to the number of shares it holds.

ARTICLE FIFTEEN

This corporation reserves the right to amend or repeal these Articles.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation this 9th day of August, 1995.



Marco Gateno, President

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public Officer duly authorized to take oaths and acknowledgments in the aforesaid County and State, personally appeared Marco Gateno, who is known to me personally to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the foregoing Articles of Incorporation.

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

I, Ramon Tourgeman, having been named Resident Agent to accept service of process for the aforesaid corporation at the location designated in the foregoing Articles of Incorporation, hereby accept this position and designation, and I agree to comply with all pertinent statutory provisions relating to the proper and complete performance of my duties as Registered Agent.


Ramon Tourgeman
28 West Flagler Street
Suite 666
MIAMI, FLORIDA 33130

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA OFFICE OF THE COMPTROLLER APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: P.C. Networks, Inc EIN or SS#: 59-2364174

Address: 2725 NW 18 Terrace, Suite 211
Miami, FL 33172

Amount: 225.00 Date Paid 6/30/96

Reason for claim: P9500063520 over payment

Certified true and correct this 1 day of July, 19 96.

Signature [Signature]

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only	
Agency recommends approval of above claim and submits the following information to substantiate the claim:	Amount of recommended refund \$ <u>225.00</u>
The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on State Treasurer's Receipt No. <u>97038/053</u> dated <u>6/30/96</u> .	
Name of Account _____	
45202130001453000000000010000	
Statutory Authority for Collection <u>607</u>	
It is requested that payment be made from the following account:	
NAME OF ACCOUNT: _____	
452021300014530000000022002000	
Certified true and correct this _____ day of _____, 19 _____	
Department of State, Division of Corporations (Agency)	(Authorized Signature and Title)

[Signature]
6/25/96