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TALLAHASSEE, FL 32310  
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**P9500071055**



ACCOUNT NO. : 072100000032  
REFERENCE : 682209 80680A

AUTHORIZATION :  
COST LIMIT : \$ PPD

LIST  
ORDER DATE : September 14, 1995  
ORDER TIME : 10:32 AM  
ORDER NO. : 682209  
CUSTOMER NO: 80680A

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-09/14/95--01048--003  
\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: David R. Weissman, Esq  
DAVID R. WEISSMAN, ESQ  
  
Suite 508, Dadeland Towers  
9200 S. Dadeland Boulevard  
Miami, FL 33156

DOMESTIC FILING

NAME: FREECOM USA, INC.

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS: T. BROWN SEP 14 1995

RECEIVED  
SEP 14 1995  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED  
95 SEP 14 PM 1:58

**ARTICLES OF INCORPORATION**  
**OF**  
**FREECOM USA, INC.**

FILED  
95 SEP 14 PM 1:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida and I do hereby certify that I have become such a corporation under and pursuant to the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation is FREECOM USA, INC.

**ARTICLE II**

The general nature of the business to be transacted by this corporation shall be and is as follows:

1. To engage in any activities or business permitted under the Laws of the State of Florida and the United States and to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes as it may be amended from time to time.
2. For the purpose of carrying on the business aforesaid, to buy, lease, sell and convey property, both real and personal, as the same shall either be necessary or incidental to the conduct of said business.
3. To purchase, lease or exchange, hire or otherwise acquire, hold, own, possess, equip, use, improve, maintain, manage, develop, exploit, deal in, sell, convey, assign, lease, mortgage, pledge or otherwise encumber or dispose of any kind of real and personal property of every kind and description, and property in the nature of either real or personal property, including all rights, estates, interests, franchises, licenses, and privileges in such property whether real, personal or mixed, improved or unimproved in the State of Florida or elsewhere.
4. To acquire all or any part of the goodwill, rights, property and business of any person, entity, partnership, association or corporation; to pay for the same in cash or in stocks, bonds, notes, mortgages or other obligations of the corporation; or otherwise to hold, utilize and, in any manner,

dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities of such person, entity, partnership, association or corporation and conduct, in any lawful manner, the whole or any part of the business so acquired.

5. To conduct any of the business of the corporation either as principal, agent or factor in any other manner or any other basis permitted by The Florida Business Corporation Act.

6. The foregoing clauses shall each be construed as purposes, objects and powers and it is hereby expressly provided the enumeration herein of specific purposes, objects and powers shall not be held to limit or restrict, in any manner, the general powers of the corporation and the matters expressed in each clause shall, except as expressly otherwise provided, be in no wise limited by reference to or inference from terms of any other clause, but shall be regarded independent purposes, objects and powers.

#### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have issued and outstanding at any time is 500 shares of Common Stock at \$1.00 par value. Said stock may be issued by the corporation, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation at a valuation which, in its judgment shall seem adequate, and the vote or consent of the stockholders shall not be necessary for such issue. When the consideration fixed by the Board of Directors for said stock has been fully paid and delivered, any and all shares so issued therefor, shall be fully paid stock and not subject to any further call or assessment thereon.

#### ARTICLE IV

The duration of this corporation is to be perpetual.

#### ARTICLE V

The street address of the initial principal office of this corporation is 9618 SW 143 Court West, Miami, Florida, 33175 and the name and address of the initial Registered Agent of this

corporation is ADRIANA GOMEZ, 4618 SW 143 Court West, Miami, Florida 33175. The Board of Directors, may from time to time, change the Registered Agent and principal office of the corporation.

**ARTICLE VI**

This corporation shall have at least one (1) director initially. The number of directors may be increased or diminished, from time to time, in accordance with the By-Laws of the corporation in the manner provided by law. Directors need not be stockholders.

**ARTICLE VII**

The names and addresses of the members of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and are qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ARTURO A. FERLONI	Chile 2375 - C.P. 1227 Buenos Aires, Argentina

**ARTICLE VIII**

The name and address of the Subscriber to these Articles of Incorporation is ARTURO A. FERLONI, Chile 2375 - C.P. 1227, Buenos Aires, Argentina.

**ARTICLE IX**

The officers of this corporation shall include a President, a Secretary and a Treasurer and such officers, agents and factors who shall be chosen in such manner, shall hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

**ARTICLE X**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on stockholders are granted subject to this reservation.

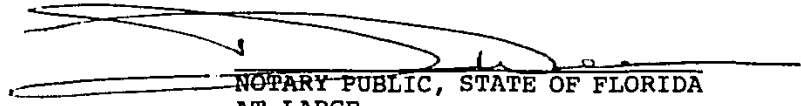
IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 12<sup>th</sup> day of September, 1995, for the purpose of forming this corporation under the laws of the State of Florida and I hereby make and file, in the office of the Secretary of State of Florida, these Articles of Incorporation and certify that the facts therein are true.

(SEAL)  
ARTURO A. FERLONI

STATE OF FLORIDA )  
                          ) ss  
COUNTY OF DADE )

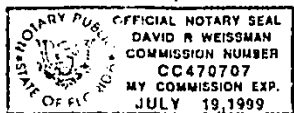
BEFORE ME, the undersigned authority, personally appeared ARTURO A. FERLONI, who produced as identification Driver's License Florida Auto Agency to me known to be the individual subscribing in and who executed the foregoing Articles of Incorporation and acknowledged before me under oath that he executed the same for the purposes contained therein.

WITNESS my hand and official seal this 12<sup>th</sup> day of September, 1994.



NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

DAVID R. WEISSMAN  
Notary's Printed Name



**ACCEPTANCE BY RESIDENT AGENT**

I, ADRIANA GOMEZ, whose address is 4618 SW 143 Court West, Miami, Florida 33175 having been named to accept service of process for the above-stated corporation at the place designated in said Articles of Incorporation, I hereby agree to act in this capacity and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

DATED this 12<sup>th</sup> day of September, 1995.

  
ADRIANA GOMEZ  
(Resident Agent)

DAVID R. WEISSMAN  
ATTORNEY AT LAW  
SUITE 508 BADELAND TOWERS  
4200 SOUTH BADELAND BOULEVARD  
MIAMI, FLORIDA 33130

September 19, 1995

TELEPHONE (305) 670-0987  
TELEFAX (305) 670-1450

Florida Department of State  
Division of Corporations  
P.O. Box 327  
Tallahassee, Florida 32314

Re: Freecom USA, Inc. Charter No. P95000071055  
Correction to address for initial principal office of  
corporation.

Gentlemen:

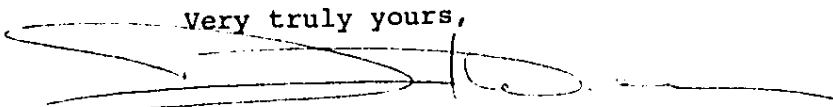
I represent Arturo A. Ferloni, the incorporator of Freecom USA, Inc. I also prepared the Articles of Incorporation.

The Articles of Incorporation for Freecom were filed with your office on September 14, 1995. It has been brought to my attention that Article Five on Page Two contains a typographical error as to the street address of the initial principal office of the corporation. The correct street address for the initial principal office of the corporation is:

4618 SW 143 Court West, Miami, Florida 33175

Please change your records accordingly. Please sign and return a copy of this letter in the enclosed stamped self-addressed envelope acknowledging your receipt of same.

Very truly yours,

  
DAVID R. WEISSMAN

DRW/ais

wp\wk\DeptS.let

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 SEP 27 PM 1:43