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IMMIGRATION LAW CENTER

A Private Law Firm

811 N. Magnolia Avenue
Orlando, FL 32803-3810

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John V. A. Holmes, Esq.
Attorney and Counsellor at Law

September 11, 1995

Reply to:

Legal Assistant

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****122.50 ****122.50

Secretary of State
State of Florida
Corporations Division
P. O. Box 6327
Tallahassee, Florida 32301

Gentlemen:

Re: Telefenix U.S.A., Inc.

Please file the enclosed Articles of Incorporation and return the copy enclosed indicating the filing date. Our firm check in the amount of \$122.50 is enclosed for the filing fee. If you need anything further, please advise.

Thank you.

Sincerely,

Joyce C. Lien
Joyce C. Lien
Legal Assistant

Enclosures

SN SEP 18 1995

FILED
SEP 14 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TELEFENIX U.S.A., INC.

FILED
95 SEP 14 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator(s) of a corporation under the Florida General Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

1. NAME: The name of this corporation is:
TELEFENIX U.S.A., INC.

2. ADDRESS OF PRINCIPAL OFFICE:

811 N. Magnolia Avenue
Orlando, Florida 32803-3810

3. MAILING ADDRESS:

811 N. Magnolia Avenue
Orlando, Florida 32803-3810

4. CAPITAL STOCK: The corporation is authorized to issue the following number of shares of the following classes at the following par values:

No. Shares	Class	Par Value
500	Common	\$1.00

5. INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office, principal place of business and mailing office of this corporation is as follows:

811 N. Magnolia Avenue
Orlando, Florida 32803-3810

The name of the initial registered agent at that address is John V. A. Holmes.

6. INITIAL BOARD OF DIRECTORS: This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial directors are:

Jose Cafe-Valdez
7330 West Point Blvd., #421
Orlando, Florida 32835

George D. Nobilatti
1410 Plantation Circle, #1002
Plant City, Florida 33567

7. INCORPORATOR(S): The name(s) and address(es) of the Incorporator(s) signing these Articles of Incorporation are:

John V. A. Holmes
811 N. Magnolia Avenue
Orlando, Florida 32803-3810

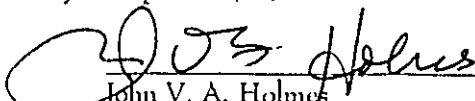
8. BY LAW AMENDMENT: The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

9. INDEMNIFICATION: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

10. INFORMAL ACTION OF DIRECTORS: If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

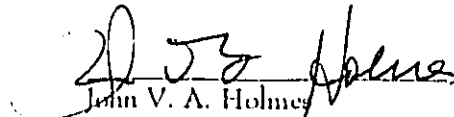
11. AMENDMENT OF ARTICLES: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation this 11th day of September, 1995.


John V. A. Holmes
Incorporator

Having been named as registered agent for the above-stated corporation, 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 and I accept the duties and

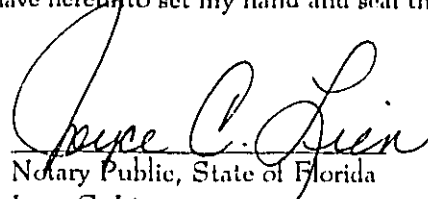
obligations of Section 607.0505, Florida Statutes, 1990.


John V. A. Holmes
Registered Agent

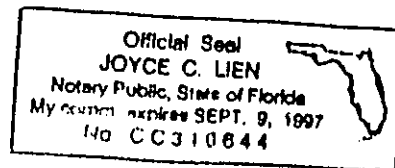
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared John V. A. Holmes to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he/they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11th day of September, 1995.


Notary Public, State of Florida
Joyce C. Lien
811 N. Magnolia Avenue
Orlando, Florida 32803
My Commission Expires:

Identification Produced: Personally known



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

of

TELEFENIX U.S.A., INC.

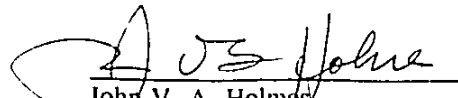
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersign. I corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

TELEFENIX U.S.A., INC.

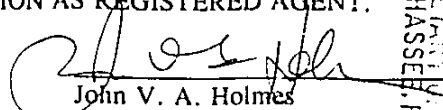
2. The name and address of the registered agent and office is:

John V. A. Holmes
811 N. Magnolia Avenue
Orlando, Florida 32803-3810


John V. A. Holmes
Registered Agent

Date: September 11, 1995

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.


John V. A. Holmes

Date: September 11, 1995

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