

JAN-23-1996 TUE 8:33 AM

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TERM: K96 FLORIDA DIVISION OF CORPORATIONS
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 FAX: (904) 922-4000 PHONE: (904) 385-6735 FAX: (904) 385-6761
 (((H96000001072))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: TELDAR TELECOMMUNICATIONS SOLUTIONS, INC. FAX AUDIT NUMBER: H96000001072
 CURRENT STATUS: REQUESTED DATE REQUESTED: 01/23/1996 TIME REQUESTED:
 09:02:47 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0 NUMBER OF
 PAGES: 4 METHOD OF DELIVERY: MAIL ESTIMATED CHARGE: \$122.50
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 DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
TELOR TELECOMMUNICATIONS SOLUTIONS, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be:

**TELOR TELECOMMUNICATIONS SOLUTIONS, INC.
7321 Taylor Street
Hollywood, Florida 33024**

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

NUMBER OF SHARES AUTHORIZED	PAR VALUE PER SHARE	CLASS OF STOCK
100	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

This document prepared by:

**M. ADAM HANCOCK, ESQUIRE
Florida Bar No. 84477
M.L. HANCOCK & PALMER
4888 North Federal Highway, #105H
Boca Raton, Florida 33431
967-347-8000**

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ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation shall be 7321 Taylor Street, Hollywood, Florida 33024 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Frank Nieves.

ARTICLE VI

This Corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the stockholders.

ARTICLE VII

The names and addresses of the directors of the Corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

- | | |
|---------------|---|
| Frank Nieves | 7321 Taylor Street
Hollywood, FL 33024 |
| Carlos Benito | 7321 Taylor Street
Hollywood, FL 33024 |

ARTICLE VIII

The name and address of the incorporator is: FRANK NIEVES, 7321 Taylor Street, Hollywood, FL 33024.

ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this

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Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 12 day of January, 1996.

Frank Nieves
FRANK NIEVES, Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

12 The foregoing instrument was acknowledged before me on this day of January, 1996, by FRANK NIEVES, as Incorporator of FELDAR TELECOMMUNICATIONS SOLUTIONS, INC. on behalf of the Corporation, who is personally known to me, or who produced _____ as identification, and who did take an Oath.

Donna Pulik
Notary Public, State of Florida

DONNA PULIK
Print Name of Notary Public

(Notary Seal)
My Commission Expires:
DONNA PULIK
My Comm Exp. 4/30/97
Bonded By Service Inc
No. CC273438
1/1/96 11/20/98

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with the laws of the State of Florida, the following is submitted:

First -- That **TELBAR TELECOMMUNICATIONS SOLUTIONS, INC.** desiring to organize under the laws of the State of Florida, has named Frank Nieves as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 12 day of January, 1996.


FRANK NIEVES,
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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