

FEB-29-1996 09:03 AM
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FLORIDA DIVISION OF CORPORATIONS
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DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
FROM: EMPIRE CORPORATE KIT COMPANY
1402 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770
0010

(((H96000002887)))
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MEGATEL INTERNATIONAL, INC.
FAX AUDIT NUMBER: H96000002887
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1 FEB 29 1996
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/29/96
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IN SIGN OF CORPORATIONS

96 FEB 29 AM 10:06

RECEIVED

Accounting & Financial Planning

16161 S.W. 72 Street
Miami, Florida 33193
Office (305) 388-8406
Fax (305) 388-8412
Beeper (305) 881-4221
1-800-860-1000 ID # 664841

Jorge A. Lopez
B.B.A. & M.B.A.

ARTICLES OF INCORPORATION OF MEGATEL INTERNATIONAL, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be
MEGATEL INTERNATIONAL, INC. .

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 15102 S.W. 72 Street, Ste 61, Miami, Florida, 33193 and the name of the initial Registered Agent for the corporation at that address is Hugo Cartagena .

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Hugo Cartagena
S.S.# 134-68-1582

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ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

Hugo Cartagena
15102 S W 72 Street, Ste 61
Miami, Florida 33193

IN WITNESS WHEREOF, the undersigned has hereunto set his
hand and seal on this 29th day of February, 1996.

Incorporator:

x Hugo Cartagena

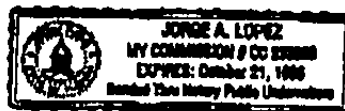
STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was executed and acknowledged
before me this 29th day of February, 1996, by
Hugo Cartagena.

H 96000002887



[Signature]
Notary Public
State of Florida
My Commission Expires:



H 9600002887

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. MEGATEL INTERNATIONAL, INC., a corporation organizing under the laws of the State of Florida, with its principal office located at 15102 S.W. 72 Street, Ste 61, Miami, Florida, has named Hugo Cartagena, whose address is 15102 S.W. 72 Street, Ste 61, Miami, Florida, 33193, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

x Hugo Cartagena

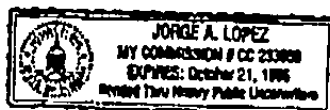
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, this day personally appeared Hugo Cartagena, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 29th day of February, 1996.



Notary Public
State of Florida
My Commission Expires:



H 9600002887

FILED
FEB 29 1996
CLERK OF DISTRICT COURT
MIAMI COUNTY, FLORIDA

P960000/8734

Miami, Oct. 20th, 1996

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

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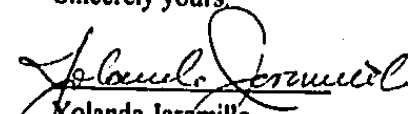
Gentlemen:

Enclosed please find ch., in the amount of \$ 35.00 dollars and the two copies of the amendment of Articles of Incorporation of: MEGATEL INTERNATIONAL, INC.

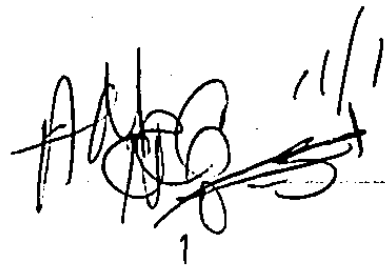
Please send the amendment to :

Y & A Professional Service, Inc.
4995 N.W. 72 AVE SUITE #201
Miami, Florida 33166

Sincerely yours:


Yolanda Jaramillo
Accountant

FILED
96 OCT 28 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FILED
56 OCT 28 1996
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FIRST CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
MEGATEL INTERNATIONAL, INC.**

**All the Stockholders of MEGATEL INTERNATIONAL, INC. a Florida Corporation
under its corporate seal and the hand of its President , Hugo Cartagena, here by certify as
follows:**

CLAUSE I

That all the Shareholders of MEGATEL INTERNATIONAL, INC. in response to a call and notice of meeting, held on Oct. 14th, 1996 at: 717 Ponce de Leon Blvd. # 302 A, Miami, Florida 33134, the place of the principal office and the Registered office, at which meeting all the shareholders were present, that a resolution was unanimously approved and adapted amending Articles of Incorporation to read as follows:

**ARTICLE VII AND VIII
NEW BOARD OF DIRECTORS AND OFFICER**

Upon motion duly made, was approved that the names of Yolanda Jaramillo, Edna Ramirez and Tatiana Restrepo, were appointed as Vice-President, Secretary and Treasurer respectively, with no share participation .

The Capital Stock of the corporation consists of 100 shares as per \$ 1.00 per share.

Not been any other changes, the Secretary announced the new Board of Directors to read as follows:

NAME & TITLE:	ADDRESS:	SHARES
Hugo Cartagena President	717 Ponce de Leon Blvd, Suite 302-A Miami, Florida 33132	- 100%-
Yolanda Jaramillo Vice-President	4995 N.W. 72 Ave. suite 201 Miami, Florida 33166	
Edna M. Ramirez	4995 N.W. 72 Ave. suite 201	

Secretary

Miami, Florida 3316

Tatiana Restrepo
Treasurer

717 Ponce de Leon Blvd. Suite 302-A
Miami, Florida 33166

IN WITNESS WHEREOF, The Corporation has caused this amendment to the Articles of Incorporation to be executed for it, and its name for its President, and attested by its Secretary both of whom have the full power and instructions and authority to do so, and its Corporate seal to be here unto affixed, on this day Oct. 14, 1996 at Miami, Florida -----

MEGATEL INTERNATIONAL, INC.,
a Florida Corporation


HUGO CARTAGENA
PRESIDENT

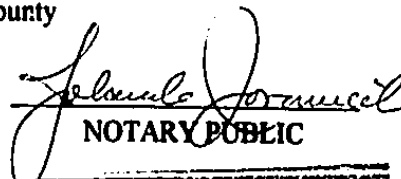
STATE OF FLORIDA)

) S.S.

COUNTY OF DADE)

I HEREBY CERTIFY that on this day Oct. 14th, 1996 before me personally appeared the under signed authority HUGO CARTAGENA as President of MEGATEL INTERNATIONAL, INC., and he acknowledges that he executed the foregoing amendment to the articles of Incorporation after having been duly authorized to do so.

WITNESS my hand and official seal, at Miami, Florida County


NOTARY PUBLIC

