

ON8

1:48 PM

PUBLIC ACCOUNTING SYSTEM
ELECTRONIC FILING COVER SHEET
TO DIVISION OF CORPORATIONS FROM: ELECTRONIC FILING COMPANY
AP DIVISION OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
GAINES STREET MIAMI FL 33135-4100
TALLAHASSEE, FL 32309 CONTACT: RAY STORMONT
FAX: (904) 542-4000 PHONE: (305) 541-3684
FAX: (305) 541-3770

(((H96000002983))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: TELE PLUS, INC.

FAX AUDIT NUMBER: H96000002983

DATE REQUESTED: 03/01/1996

CERTIFIED COPIES: 1

NUMBER OF PAGES: 7

ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED

TIME REQUESTED: 13:48:51

CERTIFICATE OF STATUS: 0

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H96000002983)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>: 3/01/96

Help F1 Option Menu F2

NUM CAPS Connect: 00:00:3

FILED
96 MAR -1 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/4
RECEIVED
MAR-1 1996
10:30 AM

H 960000 02983

THIS INSTRUMENT PREPARED BY:
MAYNARD J. HELLMAN, ESQUIRE
FLORIDA BAR NO. 137411
1100 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33134
(305) 448-8282

FILED
96 MAR -1 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TELE PLUS, INC.

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is:

TELE PLUS, INC.

The mailing address for the Corporation is:

1100 Ponce de Leon Blvd., Coral Gables, FL 33134

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purposes of this corporation and general nature of the business to be conducted are as follows:

A. To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

H 960000 02983

H 960000 02983

ARTICLE III

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock, each share having no par value.

ARTICLE V

INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation and the number of shares he has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
MAYNARD J. HELLMAN	1100 PONCE DE LEON BLVD. CORAL GABLES, FL 33134	100

ARTICLE VII

DIRECTORS

The initial number of Directors of this corporation shall be

H 960000 02983

H 960000 02983

one (1). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation 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 qualified, are:

NAME

ADDRESS

Jorge Recarey

115 Sunrise Drive, 2A
Key Biscayne, Florida 33149

ARTICLE IX

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of

H 960000 02983

H 960000 02983

this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1100 PONCE DE LEON BLVD., CORAL GABLES, FLORIDA, and the name of the initial Registered Agent of this corporation at that address is MAYNARD J. HELLMAN.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

DATED this 1 day of March, 1996.



MAYNARD J. HELLMAN

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared MAYNARD J. HELLMAN, to me well known to be the person described in

H 960000 02983

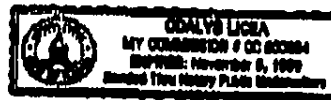
H 960000 02983

and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Dade County, Florida, this 1 day of March, 1996.


Notary Public, State of
Florida at Large

My Commission Expires:



H 960000 02983

H 960000 02983

TELE PLUS, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
PURPOSES OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS
_____ MAY BE SERVED _____

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST, THAT TELE PLUS, INC. IS DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS
NAMED MAYNARD J. HELLMAN, ESQUIRE, AT 1100 PONCE DE LEON
BOULEVARD, CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

Signature: [Signature]
MAYNARD J. HELLMAN

Title: Subscriber

Date: 3/1/96

Having been named to accept services of process for the above
stated corporation, at the place designated in this certificate,
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.

Signature: [Signature]
MAYNARD J. HELLMAN
(Registered Agent)

Date: 3/1/96

articles/i:\od

FILED
96 MAR -1 PM 4:3
CLERK OF COURT
TALLAHASSEE, FLORIDA

H 960000 02983