



JUN-18-1996 13:37

EMPIRE CORPORATE KIT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF**

**PELENCOS CORP.**

a Florida Corporation

**ARTICLE I-NAME:**

The name of this corporation is:

PELENCOS CORP., a Florida Corporation

**ARTICLE II-DURATION:**

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

**ARTICLE III-PURPOSE:**

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV-CAPITAL STOCK:**

This corporation is authorized to issue sixty (60) shares of NO PAR VALUE common stock, which shall be designated "Common Stock".

Prepared by: Roberto F. Fleitas  
782 NW Le Jeune Rd. # 550  
Miami, Florida 33126  
Florida Bar No: 0273546  
305-442-1439

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**ARTICLE V-PREEMPTIVE RIGHTS:**

Every shareholders, upon the sale for cash of any new stock of 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 VI-INITIAL REGISTERED OFFICE AND AGENT:**

The street address of the principal office of this corporation is:

5300 NW 2nd Avenue, Miami, Florida

The name of the initial registered agent of this corporation is:

TOMAS MARTINEZ

**ARTICLE VII-INITIAL BOARD OF DIRECTORS:**

This corporation shall have two (2) director(s), initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of this corporation is (are):

TOMAS MARTINEZ

5300 NW 2nd Avenue,  
Miami, Florida.

YOLANDA MARTINEZ

5300 NW 2nd Avenue  
Miami, Florida.

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ARTICLE VIII-INDEMNIFICATION:

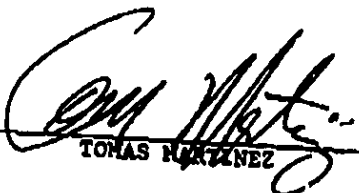
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX-INCORPORATORS:

The name and address of the person(s) signing these articles of incorporation is (are):

TOMAS MARTINEZ  
5300 NW 2nd Avenue  
Miami, Florida

IN WITNESS WHEREOF, the undersigned subscriber(s)  
has (have) executed these Articles of Incorporation this 18 day of  
June, 1996.

  
TOMAS MARTINEZ

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STATE OF FLORIDA )  
COUNTY OF DADE )

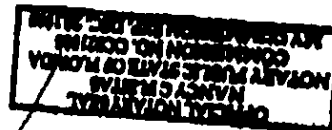
BEFORE ME, the undersigned authority, personally appeared  
TOMAS MARTINEZ

known to me and known by me to be the person (s) who executed the foregoing  
Articles of Incorporation, and acknowledged before me that he executed the  
same for the purposes therein expressed.

The foregoing instrument was acknowledged before me on this 18th  
day of June, 1996 by TOMAS MARTINEZ

is (are) personally known to me or who have produced  
as identification and who did take an oath.  
who

NOTARY PUBLIC - STATE OF FLORIDA



seal:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING  
AGENT UPON WHOM SERVICE OF PROCESS MAY BE EFFECTIVE**

IN COMPLIANCE with Section 607.034 of the Florida Statutes, the following  
is submitted: **TELENUMOR CORP.**  
desiring to organize or qualify under the laws of the State of Florida, with its  
principal place of business in the City of Miami, County of Dade, State of  
Florida, has named:

**TOMAS MARTINEZ**

as its agent to accept service of process within the State of  
Florida, with the registered address as:

5300 NW 2nd Avenue, Miami, Florida

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**ACKNOWLEDGMENTS**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE MENTIONED CORPORATION, AT THE PLACE DESIGNATED IN  
THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY,  
AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL  
STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

DATED: THE 18 DAY OF JUNE, 1996

  
REGISTERED AGENT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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