

P96000052393



June 14, 1996

300001866249
-06/19/96--01019--001
****122.00 ****122.00

Division of Corporations
Attn: New Filings
PO Box 6327
Tallahassee, Fla. 32314

Dear Sir/Madam:

Please find enclosed a company check made payable to Division of Corporation in the amount of \$122.00. This payment is to cover the fee towards the filing of a new corporation in the South of Florida.

If there should be any questions regarding this filing, they should be addressed to the undersigned at 28 W. Flagler St., Suite 700, Miami, Fl. 33130 or at (305) 577-9700.

Sincerely,

Carlos A. Rodriguez
Vice President

Enclosures

JUN 19 1996

BSB

(612)

W96-12987

Carlos Rodriguez

AUTHORIZATION BY PHONE TO GIVE
CORRECT Reg agent
DATE 6/19/96
COJ. EXAM BSB

RECEIVED
JUN 17 PM 3:09
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

Juno 10, 1996

CARLOS A. RODRIGUEZ
28 W. FLAGLER STREET
SUITE 700
MIAMI, FL 33130

SUBJECT: VISION-TEL USA, INC.
Ref. Number: W96000012987

We have received your document for VISION-TEL USA, INC. and check(s) totaling \$122.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 296A00C J0360

CERTIFICATION OF INCORPORATION

93 JUN 17 PM 3:09
TALLAHASSEE, FLORIDA

The name of this corporation shall be:

Vision-Tel USA, Inc.

ARTICLE TWO
NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America.

ARTICLE THREE
TERMS OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the Date of Incorporation.

ARTICLE FOUR
MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than five hundred (\$500.00), or such greater amount as may be required by law.

ARTICLE FIVE
NUMBER OF DIRECTORS

This corporation shall at all times have at least, one director. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of this Corporation, provided that the Corporation shall at all times have at minimum one Director.

ARTICLE SIX
CLASS OF DIRECTORS

The by-laws of this Corporation may provide that the directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one fourth (1/4) in number of the Directors shall be elected annually.

ARTICLE SEVEN
AMENDMENT

This certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT
CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follow:

- A. Designation: The stock of this Corporation shall be known as Common Stock.
- B. Authorized: The Maximum number of shares of Common Stock that this Corporation may issue is: One Hundred (100) shares.
- C. Per Value: Each share of Common Stock shall have the par value of (5.00) Five Dollars per value.
- D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any consideration shall be conclusive.
- E. Non-Assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation.
- G. Commutative Voting: No holder to Common Stock shall be entitled to any right of commutative voting.
- H. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- I. Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

ARTICLE NINE SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force of effect, unless assented to in writing by the holders of the required percentage of this Corporation's entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

- 1. Amendment of this Certificate of Incorporation:
Required Percentage 51%
- 2. Sale, lease or exchange of all of this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation:
Required Percentage 51%
- 3. Merger or consolidation of this Corporation into or with any other Corporation:
Required Percentage 51%
- 4. Voluntary dissolution of this Corporation:
Required Percentage 51%

PRE-EMPTIVE RIGHTS

No holder of stock of any class of this Corporation shall be entitled as of right to purchase or subscribe for any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation, or of bonds, certificates of indebtedness, debentures, or other securities convertible into, or carrying the right to purchase, stock of the Corporation; but any such unissued stock of any class, or such additional authorized issued of new stock or of securities convertible into, or carrying the right to purchase stock, may be issued, and disposed of by the Board of Directors to such persons, firms, corporations, or associations, and upon such terms as the Board of Directors may in their absolute discretion determine, without offering to the stockholders

then of record, of any class, any thereof, on the same terms, all pre-emptive or preferential right of purchase of every kind being waived by each and every stockholder.

ARTICLE TEN STOCKHOLDERS AND DIRECTORS

The name and addresses of the stockholders and directors are as follows:

NAME	ADDRESS	OFFICE	SHARES
WORLD ACCESS COMMUNICATIONS CORP.	1101 BRICKELL AV. STE 200 MIAMI, FL 33131		34%
JOSE SUAREZ	1101 BRICKELL AV. STE 200 MIAMI, FL 33131	V.P.	33%
RICARDO ROJAS	1101 BRICKELL AV. STE 200 MIAMI, FL 33131	DIRECTOR	33%
JOEL ESQUENAZI	1101 BRICKELL AV. STE 200 MIAMI, FL 33131	PRESIDENT	N/A
CARLOS A. RODRIGUEZ	1101 BRICKELL AV. STE 200 MIAMI, FL 33131	V.P/SECRETARY	N/A

ARTICLE ELEVEN REGISTERED AGENT

The registered agent and the registered office of this Corporation shall be :

JOEL ESQUENAZI
1101 BRICKELL AV., STE 200
MIAMI, FL 33131

INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, Officers, employees or agents, or former Directors, officers, employees or agents, or any person who may have served at its request as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock, or of which is a creditor, against the expenses, including the cost of any judgment, fines, settlements and counsel fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative (and any appeals thereof) to which any such person or his legal representative may be made a party, or may be threatened to be made a party, by reason of his alleged acts or commission while being or having been such Director, officer, employee or agent was in any substantial way derelict in the performance of his duties; or provided, it shall not be determined by a final determination thereof on the merits that such director, officer, employee or agent had not in any substantial way been derelict in the performance of his duties as charged therein, such determination to be made by a majority of the members of the Board of

Directors of this Corporation who were not parties to such action, suit or proceedings, though less than a quorum, or by any one or more disinterested persons to whom the question may be referred by the Boards of Directors. The foregoing right of indemnification shall not be exclusive of any other rights to which any Directors, officer, employee or agent may be entitled as a matter of law or which may be lawfully granted to him.

SUBSCRIBER, INITIAL DIRECTOR AND INITIAL PRINCIPAL OFFICE

The undersigned individual, a United States resident competent to contract, executes this Certificate of Incorporation as its sole subscriber and director. The undersigned individual shall hold office as a director until his successors have qualified, following their election or appointment. The street address of such individual shall be the initial street address in Florida of the Principal office of this Corporation. The Corporation shall change its Principal Office at any time.

SUBSCRIBER/DIRECTOR:

JOEL ESQUENAZI

STREET ADDRESS/PRINCIPAL ADDRESS:

1101 BRICKELL AV. STE 200
MIAMI, FL 33131

MAILING ADDRESS:

SAME AS ABOVE

IN WITNESS WHEREOF, the undersigned subscriber does make, subscriber, acknowledge and file this certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.

DATE: JUNE 7, 1996

STATE OF FLORIDA) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared to me well known and known to me to be the individual described in, and who executed the foregoing Certificate of Incorporation, and who acknowledge before me that the same was executed for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida.

DATED: JUNE 7th 1996

My commission expires: 6/13/99



JOHN A. ROCHE
My Comm Exp. 6/13/99
Bonded By Service Inc
No. CC471684

SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes the following is submitted, in compliance with said Act:

That

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named:

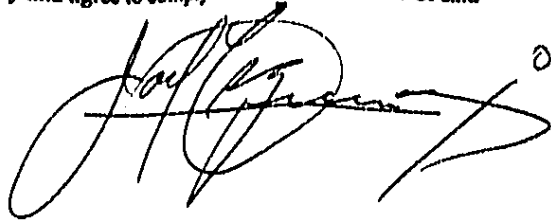
JOEL ESQUENAZI

as its agent to accept service of process within this State.

JOEL ESQUENAZI

Having been named to accept service of process for the above, stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

BY:



RECEIVED
JUN 17 PM 3:09
CLERK OF DISTRICT COURT
JULY 17 2009