

P960000 59334

COMPU-ACCOUNTING AND TAX SERVICE  
JUAN D. CALVO, P.A.  
221 EAST 9TH. ST.  
MILWAUKEE, WISCONSIN 53010

July 10th. 1994.

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. Box 6327  
TALLAHASSEE, FL 32314


EFFECTIVE DATE  
July 10, 1996

0000198708  
-07/16/96--01009-020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed please find the Articles of Incorporation for PANACOM INT'L TELECOMMUNICATION SERVICES INC. a for profit corporation also including a check for \$78.75 to cover the expenses.

We will appreciate very much a prompt processing of this corporation. If any questions should arise, please do not hesitate to get in touch with me.

Yours truly,

  
Juan D. Calvo

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

96 JUL 15 AM 11:30

FILED

GB 7/16/96

**ARTICLES OF INCORPORATION  
OF  
PANACOM INT'L TELECOMMUNICATION SERVICES INC.**

**ARTICLE ONE**

**NAME**

The name of this Corporation shall be:

PANACOM INT'L TELECOMMUNICATION SERVICES INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The principal place of business of this Corporation shall be:

9116 HARDING AVE.  
SURFSIDE, FL 33154

EFFECTIVE DATE  
July 10, 1996

**ARTICLE TWO**

**NATURE OF BUSINESS**

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

**ARTICLE THREE**

**TERM 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: July 10th. 1996.

**ARTICLE FOUR**

**MINIMUM CAPITAL**

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

ARTICLE FIVE

OFFICERS AND 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 the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one Director.

ARTICLE SIX

AMENDMENT

These Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE SEVEN

CAPITAL STOCK

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

- 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: 200
- C. Par Value: Each share of Common Stock shall have the par value of: \$10.00
- 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 such 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.

cont'd ARTICLE SEVEN CAPITAL STOCK

G. Cumulative Voting: No holder of Common Stock shall be entitled to any right of cumulative 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.

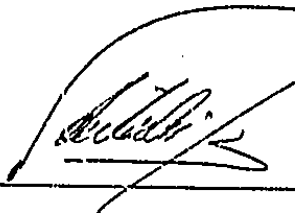
ARTICLE EIGHT

REGISTER OFFICE AND REGISTER AGENT

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:  
PANACOM INT'L TELECOMMUNICATION SERVICES INC.
2. The name and address of the registered agent and office is:

MARCOS CATALAN  
9116 HARDING AVE.  
SURFSIDE, FL 33154

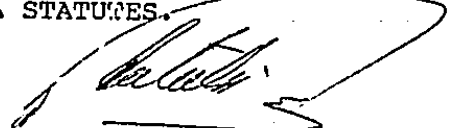


TITLE: President

DATE: July 10th 1996.

96 JUL 15 AM 11:30  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE 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, AND ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.



Registered Agent

DATE: July 10th 1996.

