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1201 HAYS STREET

TALLAHASSEE, FL 32301-0001

904-244-1111

904-244-1111 FAX

000-111-1111



INTERNATIONAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 020211 4320025

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizzuti

ORDER DATE : July 16, 1996

ORDER TIME : 8:30 AM

ORDER NO. : 020211

CUSTOMER NO: 4320025

700001884977

CUSTOMER: Ms. Lourdes C. Cambo
PACKMAN, NEUWAHL & ROSENBERG

1500 San Remo Avenue
Suite 125
Coral Gables, FL 33146

DOMESTIC FILING

NAME: TELCECOM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 16 PM 2:08

RECORDED
95 JUL 17 11:17
DIVISION OF CORPORATIONS
7/16/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION 96 JUL 16 PM 2:08

OF

TELCECOM, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TELCECOM, INC.

The address of the principal office of this corporation shall be 121 Southeast First Street, Miami, Florida 33131, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, 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 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1500 San Remo Avenue, Suite 125 Coral Gables, Florida 33146, and the name of the initial registered agent of the corporation at that address is Atrium Registered Agents, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 16, 1996.

CORPORATION SERVICE COMPANY

By: 

Its Agent, Karen B. Rozar

DMK/skd

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 16 PM 2:08

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: TELCECOM, INC.

2. The name and address of the registered agent and office is:

Atrium Registered Agents, Inc.
(Name)

1500 San Remo Avenue, Suite 125
(P.O. Box or Mail Drop Box NOT acceptable)

Coral Gables, FL 33146
(City/State/Zip)

*Having been named as registered agent and to accept service of process for the
above stated corporation at the place designated in this certificate, I hereby accept
the appointment as registered agent and agree to act in this capacity. I further agree
to comply with the provisions of all statutes relating to the proper and complete per-
formance of my duties, and I am familiar with and accept the obligations of my posi-
tion as registered agent.*

ATRIUM REGISTERED AGENTS, INC.

By: Robert A. Stamen
(Signature)

JULY 16, 1996

(Date)

ROBERT A. STAMEN, Vice President