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ARTICLES OF INCORPORATION
FOR
GALAXY INTERNATIONAL TELECOMMUNICATIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
GALAXY INTERNATIONAL TELECOMMUNICATIONS, INC.**

The undersigned does hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

I.

Name of Corporation

The name of the corporation is Galaxy International Telecommunications, Inc. and the corporate address is 260 N.W. 120th Street, Miami, Florida 33168.

II.

Commencement and Duration

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and thereafter perpetually until dissolved by law.

III.

Purposes

The corporation is organized for the purpose of transacting any and all lawful business.

IV.

Capital Stock

The corporation is authorized to issue Sixty (60) shares of stock, all of one class at \$ 5.00 share par value.

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V.

Registered Agent

The name of the registered agent is Carmen Lewis whose registered agent address is 260 N.W. 120th Street, Miami, Florida 33168.

VI.

Incorporator

The name and address of the incorporator is Carmen Lewis, 260 N.W. 120th Street, Miami, Florida 33168.

VII.

Board of Directors

All corporate powers shall be exercised by and under the authority of, and business affairs of the corporation shall be managed under the direction of the Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-laws of the Corporation, but shall never be less than one. The name and address of the initial Director of this corporation shall be: Carmen Lewis, 260 N.W. 120th Street, Miami, Florida 33168.

VIII.

Initial Officers

The President of the Corporation is: Carmen Lewis, 260 N.W. 120th Street Miami, Florida 33168.

IX.

Informal Shareholder Action


Any action of the Shareholders may be taken without a meeting if consent is in writing setting forth the action so taken shall be signed by all Shareholders entitled to vote

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Directors need not be residents of this State or be shareholders unless the Articles of Incorporation or the Bylaws so require.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this ____ day of July 1996.


Carmen Lewis
Incorporator

ACCEPTANCE AS A REGISTERED AGENT

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 provision of said Act relative to keeping said office.


Carmen Lewis
Registered Agent

STATE OF FLORIDA)

SS.

COUNTY OF DADE)

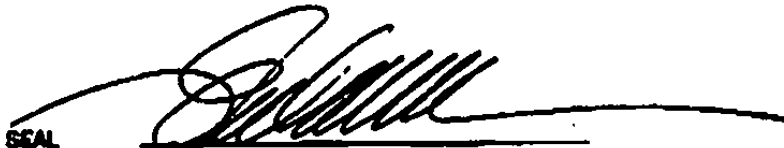
The foregoing instrument was acknowledged before me this 30th day of July 1996 by Carmen Lewis who produced a Driver's License No. LE00-104-62-635 issued by the State of Florida as identification and did take an oath.

Witness my hand and official seal in the county and State last foresaid this 30th day of July 1996.

My commission expires:



OFFICIAL SEAL
LUIS E. LALAMA
My Commission Expires
Sept. 7, 1996
Comm. No. CC 222979


State of Florida at Large
NOTARY PUBLIC

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