

P96000067111

July 26, 1996

Florida Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
96 AUG -9 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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-08/09/96--01070--00
*****122.50 *****122.50

Gentlemen:

For the purpose of forming a domestic Florida corporation named
PROTEL, INC., enclosed please find Articles of Incorporation and check in
the amount of \$122.50 covering the following fees:

Filing Fee	\$35.00
Registered Agent	\$35.00
Certified Copy	\$52.20

If there any questions regarding the above please contact me at
(813) 367-4828.

Thank you.

Sincerely,

Alexander Lochow

Alex Lochow



Alexander Lochow
8242 6th Ave. South
St. Petersburg, FL 33707
Tallahassee, FL 32302

ENCLOSURE

Incorporator

D. BROWN AUG 13 1996

ARTICLES OF INCORPORATION
OF
PROTEL, 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:

PROTEL, INC.

THE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION
SHALL BE 6242 6th AVENUE SOUTH, ST. PETERSBURG, FLORIDA 33707, 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 50,000,000 SHARES OF
COMMON STOCK HAVING \$.001 PER SHARE.

ARTICLE IV. REGISTERED AGENT

THE STREET ADDRESS OF THE INITIAL OFFICE OF THE CORPORATION SHALL BE
6242 6th AVENUE SOUTH, ST. PETERSBURG, FLORIDA 33707, AND THE NAME OF
THE INITIAL REGISTERED AGENT OF THE CORPORATION TO RECEIVE SERVICE OF
PROCESS IS:
ALEX LOCHOW.

ARTICLE V. TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE VI. DIRECTORS

ALL CORPORATE POWER SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF,
AND BUSINESS AND AFFAIRS OF THE CORPORATION MANAGED UNDER THE
DIRECTION OF ITS BOARD OF DIRECTORS, SUBJECT TO ANY LIMITATIONS SET
FORTH IN THESE ARTICLES OF INCORPORATION. THIS CORPORATION SHALL HAVE
TWO DIRECTORS, INITIALLY. THE NAMES AND ADDRESSES OF THE INITIAL
BOARD OF DIRECTORS ARE:

IGOR V. BOUMAGUINE

6242 6th AVENUE SOUTH,
ST. PETERSBURG, FLORIDA 33707

DIRECTOR

ALEX LOCHOW
DIRECTOR

SAME

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ARTICLE VII. OFFICERS

THE NAME AND ADDRESSES OF THE INITIAL OFFICERS OF THE CORPORATION WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION, OR UNTIL THEIR SUCCESSORS ARE ELECTED OR APPOINTED ARE:

IGOR V. BOUMAGUINE

6242 6th AVENUE SOUTH, ST.
PETERSBURG, FLORIDA 33707,

PRESIDENT

ALEX LOCHOW
V. PRESIDENT

SAME

ARTICLE VIII. SPECIAL PROVISION

THIS CORPORATION SHALL BE ORGANIZED TO COMPLY WITH THE PROVISIONS OF SUBCHAPTER S OF THE INTERNAL REVENUE CODE, 26 U.S.C. 1361 ET. SEC., AND SHALL TAKE ALL ACTIONS NECESSARY TO OBTAIN AND MAINTAIN STATUS AS AN S CORPORATION AS DEFINED THEREIN.

ARTICLE IX. INCORPORATOR

THE NAME AND ADDRESS OF INCORPORATOR IS ALEX LOCHOW, 6242 6th AVENUE SOUTH, ST. PETERSBURG, FLORIDA 33707,

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY, that this day, before me, a Notary Public duly authorized to take acknowledgements, personally appeared Alex Loehow to me known to be the person described in and who executed the foregoing Articles of Incorporation of PROFEL, INC. acknowledged before me that he subscribed to the Articles of Incorporation.

Witness my hand and official seal in the county and state named above, this _____ 7
day of July, 1996.

X

Notary Public, State of Florida

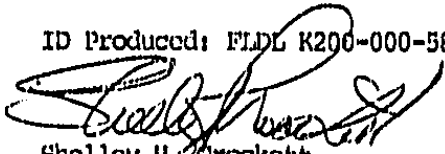
at Large

My Commission Expires:

STATE OF FLORIDA
COUNTY OF PINELLAS

(The foregoing instrument (acknowledgment of Articles of Incorporation)
Affirmed and subscribed before me this 5th day of August, 1996 by
Alex Lochow.

ID Produced: FIDL K200-000-58-188



Shelley H. Crockett
Notary Public
State of Florida



SHELLEY H. CROCKETT
My Commission CC448118
Expires Mar. 23, 1999
Downloaded by ANS
800-852-6878

DATED: JULY 26 1996

ALEX LOCHOW

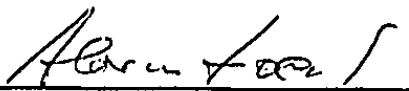
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICES OF PROCESS WITHIN THE STATE, NAMING THE AGENT UPON WHOM
PROCESS MAY BE SERVICED

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

That is PROFEL, INC., desiring to organize under the laws of Florida, with its
principal office, as indicated in the Articles of Incorporation at 6242 6th AVENUE
SOUTH, ST. PETERSBURG, FLORIDA 33707, COUNTY OF PINELLAS, has named
ALEX LOCHOW its agent to accept service of process within the State.

ACKNOWLEDGMENT

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 agree to comply with the the provisions of said Act relative to keeping open
said office.


Alex Lochow
REGISTERED AGENT / INCORPORATOR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED