

P96000072463

TODD A. STERZOY
Holland and Knight

(Requestor's Name)
315 South Calhoun Street Suite 600
(Address)
Tallahassee, Florida 32302
(City, State, Zip) (Phone #)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 30 PM 12:48

9000001996593
-09/30/96--01012--027
****122.50 ****122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Exel USA Holdings, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 1:00

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
96 AUG 30 AM 11:25
DIVISION OF CORPORATION

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
ENTEL USA HOLDINGS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 30 PM 12:48

The undersigned, acting as incorporator of ENT'EL USA HOLDINGS, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is ENT'EL USA HOLDINGS, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Alejandro Rojas	Avenida Andres Bello No. 2687 Las Condes, Santiago, Chile
Felipe Ureta	Avenida Andres Bello No. 2687 Las Condes, Santiago, Chile

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are Jose E. Sirven, 701 Brickell Avenue, Suite 3000, Miami, Florida, 33131.

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS


The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or

repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 29 day of August, 1996.



Jose E. Sirven
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

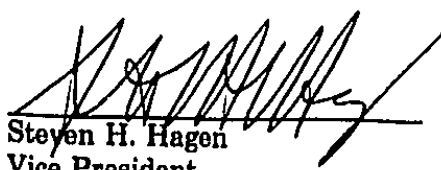
That ENTEL USA HOLDINGS, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, Suite 701, Miami, Florida 33131 has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Dated this 29 day of August, 1996.

INTRASTATE REGISTERED AGENT CORPORATION


Steven H. Hagen
Vice President

MIA3-423601

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 30 PM 12:49

P96000072463

TOM A. STERZOY
Holland and Knight

(Requestor's Name)	
315 South Calhoun Street	Suite 600
(Address)	
Tallahassee, Florida	32302
(City, State, Zip)	(Phone #)

OFFICE USE ONLY

1000101938131
-09/04/96--01077--021
*****35.00 *****35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Entel USA Holdings Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 1:00 ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

FILED
96 SEP -4 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
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<input type="checkbox"/>	Limited Liability
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<input type="checkbox"/>	Other

AMENDMENTS	
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<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
96 SEP -4 AM 10:38
DIVISION OF CORPORATION

AM REC 9-4

Examiner's Initials

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
ENTEL USA HOLDINGS, INC.**

Pursuant to Section 607.1002 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of ENTEL USA HOLDINGS, INC. (the "Corporation"), are hereby amended according to these Articles of Amendment:

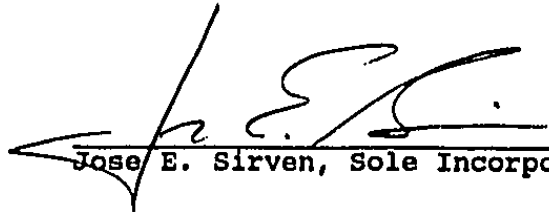
FIRST: The name of the Corporation is ENTEL USA HOLDINGS, INC.

SECOND: Article VII of the Articles of Incorporation is amended to delete the names and addresses of the initial directors and shall read in its entirety as follows:

"The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one."

THIRD: The foregoing amendment was adopted by the Sole Incorporator of the Corporation, before the issuance by the Corporation of any shares, in accordance with Section 607.1005 of the Florida Statutes, on September 3, 1996.

IN WITNESS WHEREOF, the undersigned Sole Incorporator of the Corporation has executed this instrument this 3rd day of September, 1996.


Jose E. Sirven, Sole Incorporator

MIA3-424395

FILED
96 SEP -4 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000072463

TODD A. STERN
Holland and Knight

(Requestor's Name)
315 South Calhoun Street Suite 600
(Address)
Tallahassee, Florida 32302
(City, State, Zip) (Phone #)

5000004345855
-09/12/96--01053--021
*****22.50 *****22.50

OFFICE USE ONLY

Restated Articles

3000001945829
-09/12/96--01053--021
*****07.50 *****07.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Futel USA Holdings Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
96 SEP 13 PM 2:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

- ☒ Walk in ☒ Pick up time 1:00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger
<input type="checkbox"/>	Acknowledgement
<input type="checkbox"/>	W.P. Verityer

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
96 SEP 20 PM 2:26
DIVISION OF SECRETARY OF CORPORATION

*00789, 00579
00672

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 12, 1996

Todd A. Sterzoy
Law Office of Holland & Knight
315 South Calhoun St., Ste 600
Tallahassee, FL 32302

SUBJECT: ENTEL USA HOLDINGS, INC.
Ref. Number: P96000072463

We have received your document for ENTEL USA HOLDINGS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on this amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 496A00042528

HOLLAND & KNIGHT
WALK IN
PICK UP AT 1:00

RECEIVED
96 SEP 13 AM 11:32
DIVISION OF CORPORATIONS

**RESTATED ARTICLES OF INCORPORATION
OF
ENTEL USA HOLDINGS, INC.**

FILED
96 SEP 13 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its board of directors, hereby adopts the following restated articles of incorporation:
(The Restated Articles of Incorporation were adopted by the board of directors and does not contain any amendment requiring shareholder approval.)

ARTICLE I. NAME

The name of the corporation is ENTEN USA HOLDINGS, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are Jose E. Sirven, 701 Brickell Avenue, Suite 3000, Miami, Florida, 33131.

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The foregoing restated articles of incorporation correctly set forth without change the corresponding provisions of the articles of incorporation as heretofore amended, and supersede the original articles of incorporation and all amendments thereto as of this 11th day of September, 1996.

ENTEL USA HOLDINGS, INC.

By: [Signature]

Felipe Ureta
President

Attest: 11-17-96

Alejandro Vargas
Secretary

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT WHO WHOM PROCESS MAY BE SERVED.

FILED
24 SEP 1996 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That ENTEL USA HOLDINGS, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Dated this 11th day of September, 1996.

INTRASTATE REGISTERED AGENT CORPORATION


Jorge L. Hernandez-Torales
Vice President