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TRANSMITTAL LETTER

95 SEP -4 AM 11:24

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Department of State
Division of Corporations
409. E. Gaines St. FLORIDA
Tallahassee, FL 32399

VELOFAX EXCHANGE, INC.

Subject: _____
(proposed corporate name)

Enclosed please find an original and one copy of the articles
of incorporation for the above corporation and check in the
amount of \$ 28.75.

From: Jose Escarpio
275 Fontainebleau Blvd #171
Miami, FL
(305) 225-9797

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*****78.75 *****78.75

ARTICLES OF INCORPORATION

OF

VELOFAX EXCHANGE, INC.

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STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be:

VELOFAX EXCHANGE, INC.

ARTICLE II - ADDRESS

The address of the principal office until further notice
is: 11398 W. Flagler St. #201, Miami, FL, 33174.

ARTICLE III - CAPITAL STOCK

The number of shares that this corporation is authorized
to have outstanding is one thousand shares (1000) at one
dollar (\$1.00) par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation is: Lucy
Londono and the registered office is 11398 W. Flagler St. #201
Miami, FL 33174.

ARTICLE V - INCORPORATOR

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

Lucy Londono
11398 W. Flagler St. #201
Miami, FL 33174.

ARTICLE VI - DURATION

This corporation shall have a perpetual existence unless
dissolved according to law.

ARTICLE VII - PURPOSE

The purposes for which this corporation is organized are:

- (a) To engage and transact any and all lawful business which corporations normally do within the State of Florida.
- (b) To operate any legal business at the wholesale or retail level (or both) including but not limited to the services of a money transmitter company and related services such as package delivery, long distance calls and rental of mailboxes.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any agent, to the full extent permitted by law.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The business of this corporation shall be managed by a Board of Directors consisting of one or more members, the exact number to be determined from time to time in accordance with the By-Laws. The initial Board of Directors shall consist of one director as follows:

Lucy Londono Director, President and Treasurer
 11398 W. Flagler St. #201, Miami, FL 33174

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b7C
b7D

ARTICLE X - BY-LAWS

The Board of Director shall adopt By-Laws for this Corporation which may be amended, altered or repealed by the shareholders or directors in any manner permitted by law.

The undersigned incorporator has executed these Articles of Incorporation this 27 day of August 1996.

 , Lucy Londono

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

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Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registererd agent, in the State of Florida.

1. The name of the corporation is _____

VELOFAX EXCHANGE, INC.

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

Name Lucy Londono

Address 11398 W. Flagler St. #201, Miami, FL 33174

The following officer of this corporation has authorized the above person and office to be its registered agent and registered office.

Signature _____

President

Title _____

Date 08-27-96

ACCEPTANCE BY AGENT

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 TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT

Signature _____

Date 08-27-96