

E. Gerald Block
CERTIFIED PUBLIC ACCOUNTANT

2300 EAST COMMERCIAL BOULEVARD, SUITE 710
FORT LAUDERDALE, FLORIDA 33301
TEL: (305) 770-0100
FAX: (305) 772-3000

September 9, 1996

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

RE: Antell International, Inc.

EFFECTIVE DATE
9-9-96

600001944916
-09/11/96--01083--002
****122.50 ****122.50

Dear Sirs:

Enclosed please find:

1. Original and one copy of articles of incorporation pertaining to Antell International, Inc.
2. My check in the amount of \$122.50 for payment of the following:

| | |
|---------------------------------|-----------------|
| a. Filing Fee | \$ 35.00 |
| b. Certified Copy of Articles | 52.50 |
| c. Registered Agent Designation | <u>35.00</u> |
| | <u>\$122.50</u> |

You will also find enclosed a copy of the Certificate Designating Place of Business and Registered Agent.

Please file these Articles as soon as possible, noting the provision under Article II stating that this Corporation's existence shall commence on 9/9/96.

Upon its arrival, please return a certified copy of these Articles of Incorporation to the undersigned via the self-addressed stamped envelope provided herein.

Thank you for your cooperation in this matter.

Very truly yours,


E. Gerald Block, C.P.A.

EGB/rd
enclosures

SEP 12 1996

BSB

SEP 11 1996
FLORIDA

615

1096-19239

SEP 18 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 12, 1996

E. GERALD BLOCK C.P.A.
2400 EAST COMMERCIAL BLVD.
SUITE 719
FORT LAUDERDALE, FL 33308

SUBJECT: ANTELL INTERNATIONAL, INC.
Ref. Number: W96000019239

We have received your document for ANTELL INTERNATIONAL, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 396A00042480

ARTICLES OF INCORPORATION
OF

ANTEII INTERNATIONAL, INC.

55 SEP 11 AM 11:15

ARTICLE I - NAME

DAVID ST. CLAIR, FLORIDA

The name of this Corporation is Antei International, Inc.

ARTICLE II - DURATION

EFFECTIVE DATE
9-9-96

This Corporation shall have perpetual existence commencing on September 9, 1996.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which it already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE, AGENT AND PRINCIPLE OFFICE

The street address of the initial registered office of this Corporation is 10621 North Kendall Drive, Suite #200, Miami, Florida 33176 and the name of the initial registered agent of this Corporation at that address is David St. Clair. The street address of the principle office is 10621 North Kendall Drive, Suite #200, Miami, Florida 33176.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the by-laws, but shall never have less than one (1). The names and addresses of the initial Directors of this Corporation are:

Oscar Hentschel, 7440 S.W. 125th Street, Miami, Florida 33156
David St. Clair, 4632 S.W. 35th Avenue, Fort Lauderdale, Florida 33312
Oscar Salcedo, Venustiano Carranza #78, Col. Vacahuitzco, Mexico DF 03300

ARTICLE IX - INCORPORATOR

The name(s) and address(es) of the person(s) signing these Articles is (are):

David St. Clair
4632 S.W. 35th Avenue
Fort Lauderdale, Florida 33312

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned have executed these Article of Incorporation on this 9th day of September, 1996.



STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 9th
day of September, 1996, by David St. Clair, who is personally known
to me or who has produced a driver's license as identification and who did
take an oath.

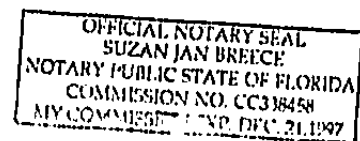
sign

Suzan Jan Breece

print

SUZAN JAN BREECE

State of Florida at Large
My Commission Expires:



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

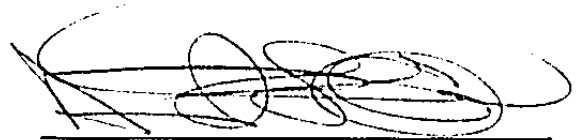
96 SEP 11 AM 11:15
TALLAHASSEE
FLORIDA

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

First: Antell International, Inc. desiring to be organized under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named David St. Clair, whose business office is located at 10621 North Kendall Drive, Suite #200, Miami, Florida 33176 as its registered agent to accept service of process within this State.

ACKNOWLEDGEMENT

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 open said office.

A handwritten signature in dark ink, consisting of a series of loops and flourishes, is written over a horizontal line.