

TRANSMITTAL LETTER

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 632  
TALLAHASSEE, FL. 32314

SUBJECT: COMUNICACIONES AHORA, INC.

800001982578--7  
-10/22/96--01057--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION AND OUR  
CHECK FOR \$ 70.00

FROM: JOSEPHINE TAVERAS  
4392 PALM BEACH BLVD.,  
FORT MYERS, FL. 33905  
(941) 694-9430

FILED  
96 OCT 21 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**NOTE\*** PLEASE CALL US IF THE NAME WE HAVE CHOSEN FOR THE CORPORATION  
IS ALREADY TAKEN SO WE CAN GIVE YOU ANOTHER ONE. CALL JOSEPHINE  
TAVERAS AT (941) 694-9430 AND THANK YOU.

 10/22

**ARTICLES OF INCORPORATION**  
**OF**  
**COMMUNICACIONES AHORA, INC.**

**ARTICLE I. NAME**

THE NAME OF THIS CORPORATION SHALL BE :  
**COMMUNICACIONES AHORA, INC.**

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**FILED**

**ARTICLE II. COMMENCEMENT & DURATION**

THE COMMENCEMENT OF THIS CORPORATION'S EXISTENCE SHALL BE AT THE TIME OF THE FILING OF THESE ARTICLES OF INCORPORATION BY THE FLORIDA DEPARTMENT OF INCORPORATION. THIS CORPORATION'S DURATION SHALL BE PERPETUAL.

**ARTICLE III. PURPOSE**

THIS CORPORATION IS BEING ORGANIZED FOR THE PURPOSE OF **TELECOMMUNICATION SALES AND SERVICES** AND ENGAGING IN THE TRANSACTION OF ANY AND ALL BUSINESS ACTIVITIES PERMITTED UNDER THE LAWS OF FLORIDA AND THE UNITED STATES OF AMERICA.

**ARTICLE IV. CAPITAL STOCK**

THIS CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE **800** PAR VALUE SHARES OF COMMON CAPITAL STOCK.

**ARTICLE V. PREEMPTIVE RIGHTS**

EVERY SHAREHOLDER, UPON THE SALE FOR CASH BY THIS CORPORATION OF ANY SHARES OF NEW CAPITAL STOCK OF THE SAME KIND, CLASS, OR SERIES, AS THAT WHICH THE SHAREHOLDER ALREADY HOLDS, SHALL HAVE THE PREEMPTIVE RIGHT TO PURCHASE A PRO RATA SHARE THEREOF ( AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES ) AT THE PRICE AT WHICH SUCH SHARES ARE OFFERED TO OTHERS.

#### ARTICLE VI. TRANSFER RESTRICTIONS

NO SHARE HOLDER SHALL HAVE THE RIGHT TO SELL, ASSIGN, PLEDGE, ENCUMBER, TRANSFER, OR OTHERWISE DISPOSE OF ANY SHARES OF THE CAPITAL STOCK OF THIS CORPORATION, WITHOUT FIRST OFFERING SUCH SHARES FOR SALE TO THIS CORPORATION AT THE NET ASSET VALUE THEREOF. SUCH OFFER SHALL BE IN WRITING, SIGNED BY THE SHAREHOLDER, SENT BY REGISTERED OR CERTIFIED MAIL TO THIS CORPORATION AT ITS REGISTERED OFFICE ADDRESS, AND OPEN FOR ACCEPTANCE BY THIS CORPORATION FOR A PERIOD OF FIFTEEN DAYS FROM THE DATE OF MAILING. IF THIS CORPORATION FAILS OR REFUSES, WITHIN SUCH PERIOD, TO MAKE SATISFACTORY ARRANGEMENTS FOR THE PURCHASE OF SUCH SHARES, THE SHAREHOLDER SHALL HAVE THE RIGHT TO DISPOSE OF SUCH SHARES WITHOUT ANY FURTHER RESTRICTIONS.

ON THE DEATH OF ANY SHAREHOLDER, THIS CORPORATION SHALL HAVE THE RIGHT TO PURCHASE ANY SHARES OF THE CAPITAL STOCK OF THIS CORPORATION OWNED BY THE SHAREHOLDER IMMEDIATELY PRIOR TO THE SHAREHOLDER'S DEATH, ON THE TERMS SET FORTH ABOVE, AND THIS PROVISION SHALL BE BINDING UPON THE PERSONAL REPRESENTATIVE OF THE SHAREHOLDER.

EACH STOCK CERTIFICATE ISSUED BY THIS CORPORATION SHALL CARRY THE FOLLOWING LEGEND :

**" THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THIS CORPORATION'S ARTICLES OF INCORPORATION, A COPY OF WHICH IS ON FILE AT THIS CORPORATION'S PRINCIPAL OFFICE. "**

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS ON THIS CORPORATION'S INITIAL BOARD OF DIRECTORS SHALL BE : 2 (TWO). THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME, AS PROVIDED IN THIS CORPORATION'S BYLAWS, BUT SHALL NEVER BE LESS THAN ONE.

THE NAME AND ADDRESS OF EACH INDIVIDUAL WHO SHALL SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS ARE :

**JOSEPHINE TAVERAS  
4392 PALM BEACH BLVD.  
FORT MYERS, FL 33905**

**RICARDO TAVERAS  
4392 PALM BEACH BLVD.  
FORT MYERS, FL. 33905**

**ARTICLE VIII. INDEMNIFICATION**

THIS CORPORATION SHALL INDEMNIFY ANY OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, AND ANY FORMER OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, TO THE FULL EXTENT PERMITTED BY LAW.

**ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

THE ADDRESS OF THIS CORPORATION'S PRINCIPAL OFFICE AND THE ADDRESS OF THIS CORPORATION'S INITIAL REGISTERED OFFICE SHALL BE :

**4392 PALM BEACH BLVD.  
FORT MYERS, FL 33905**

THE NAME OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INITIAL REGISTERED AGENT AT THAT ADDRESS SHALL BE :

**JOSEPHINE TAVERAS**

**ARTICLE X. INCORPORATOR**

THE NAME AND ADDRESS OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INCORPORATOR IS :

**JOSEPHINE TAVERAS  
4392 PALM BEACH BLVD.  
FORT MYERS, FL 33905**

**ARTICLE XI. AMENDMENT**

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENTS HERETO. ANY RIGHTS CONFERRED UPON THE SHAREHOLDER SHALL BE SUBJECT TO THIS RESERVATION.

  
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INCORPORATOR - JOSEPHINE TAVERAS

I HEREBY ACCEPT MY DESIGNATION AS RESIDENT AGENT AND AGREE TO SERVE AS THE RESIDENT AGENT OF **COMUNICACIONES AHORA, INC.** I HEREBY STATE THAT I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR **COMUNICACIONES AHORA, INC.**

Josephine Taveras  
REGISTERED AGENT - JOSEPHINE TAVERAS  
FLDL T162420 758780

STATE OF FLORIDA

COUNTY OF LEE

ON October 12, 1996, JOSEPHINE TAVERAS, DESIGNATED ABOVE  
AS THE INDIVIDUAL WHO SHALL SERVE AS THE CORPORATION'S INITIAL REGISTERED AGENT AND  
INCORPORATOR, WHO IS PERSONALLY KNOWN TO ME, OR PRODUCED A FLORIDA DRIVER'S LICENSE AS  
IDENTIFICATION, PERSONALLY APPEARED BEFORE ME AT THE TIME OF NOTARIZATION, AND, AFTER  
BEING GIVEN THE OATH, ACKNOWLEDGED SIGNING THESE ARTICLES OF INCORPORATION OF  
COMMUNICACIONES AHORA, INC..

Andrew Rabinovich  
NOTARY PUBLIC

Andrew Rabinovich  
NOTARY PUBLIC - PRINTED NAME

COMMISSION EXPIRATION DATE & COMMISSION NUMBER:



Andrew Rabinovich  
MY COMMISSION # CC574827 EXPIRES  
August 5, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

FILED  
96 OCT 21 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
(SEAL)