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10/14/96

Secretary of State
Tallahassee, Fl.

FILED
96 OCT 22 AM 8 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed please find the incorporation papers of:

FRONTEL INTERNATIONAL CORP.

and a check in the amount of \$ 122.50 for the
filling fees and a certified copy, to be mailed to:

Please mail certificate copy to:

Oscar R. Ayerve
1451 South Miami Ave.
Suite B
Miami, Fl. 33130

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ARTICLES OF INCORPORATION
OF
FRONTEL INTERNATIONAL CORP.

FILED
96 OCT 22 AM 8 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

FRONTEL INTERNATIONAL CORP.

The principal place of business of this corporation shall be:

1451 South Miami Ave.
Suite B
Miami, Fl. 33130

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

1000 shares of common stock of One Dollar (\$10.00) Par Value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetual.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

President

Oscar R. Ayerve
1451 South Miami Ave.
Suite B
Miami, Fl. 33130

Secretary

Oscar R. Ayerve
1451 South Miami Ave.
Suite B
Miami, Fl. 33130

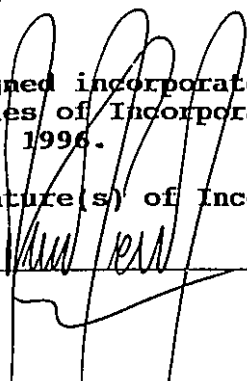
ARTICLE VI INCORPORATORS

The name(s) and street address(es) of the incorporator(s) to this article of incorporation is(are):

Oscar R. Ayerve
1451 South Miami Ave.
Suite B
Miami, Fl. 33130

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 15 day of OCTOBER, 1996.

Signature(s) of Incorporator(s)



A handwritten signature in black ink, appearing to read 'OSCAR R. AYERVE', is written over a horizontal line. The signature is stylized and somewhat cursive.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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/registered agent, in the State of Florida.

1. The name of the corporation is:

FRONTEL INTERNATIONAL CORP.

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

Oscar R. Ayerve
1451 South Miami Ave.
Suite B
Miami, Fl. 33130

SIGNATURE

TITLE

DATE

[Handwritten signature]

President

10-15-96

HAVING BEEN NAMED AS REGISTER AGENT AND 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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0501, FLORIDA STATUTES.

SIGNATURE

DATE

[Handwritten signature]

10-15-96

96 OCT 22 AM 8 26
FILED
STATE
FLORIDA