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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: CELECOM CORP.

AUDIT NUMBER.....H96000016302

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION

OF

CELECOM CORP.

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

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STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: CELECOM CORP.

The principal place of business of this corporation shall be:
14 N.E 1st Ave., Suite 1202 Miami Florida 33132

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any of all lawful activities of 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 500 @ \$1.00 authorized to have outstanding at any one time is: FIVE HUNDRED @ \$1.00 (ONE DOLLAR)

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

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JOSE NAE
3899 NW 7th Ave., SUITE 203
MIAMI, FL 33126
(305) 544-3920

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EMPIRE CORPORATE KIT

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ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and directors(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):

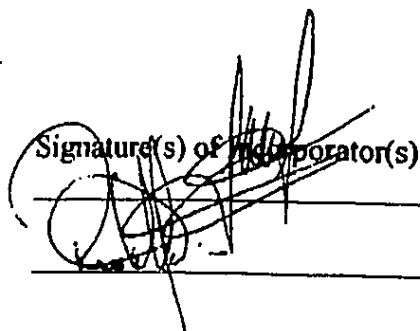
JOSE O. CELEIRO, PRESIDENT 11445 S.W 102nd Ct., Miami FL 33176
RODOLFO CELEIRO, VICE-PRESIDENT & SEC., 540 Brickell Key Dr.,
Apt. 1724 Fl 33131

ARTICLE VI INCORPORATOR(S)

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

JOSE O. CELEIRO 11445 S.W 102nd Ct., Miami FL 33176
RODOLFO CELEIRO 540 Brickell Key Dr.,
Apt. 1724 Fl 33131

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 18 day of November, 1996.

Signature(s) of Incorporator(s)


JOSE NAE
3899 NW 7TH ST. SUITE 203
MIAMI, FL 33126
(305) 541-3980

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**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325 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: CELECOM CORP.

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

JOSE O. CELEIRO

14 N.E 1st Ave., Suite 1202

(P.O. BOX NOT ACCEPTABLE)

Miami FL 33132

(CITY/STATE/ZIP)

SIGNATURE 

(Corporate Officer)

TITLE President

DATE November 18, 1996

HAVING BEEN NAMED 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 607.325 FLORIDA STATUTES.

SIGNATURE 

(Registered Agent)

DATE November 18, 1996

JOSE NAE
3899 NW 7TH ST. SUITE 203
MIAMI, FL 33126
(305) 541-3980

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