

P96000095720

9:09 AM

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H96000016366 2))

O: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

ROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

AME: VIDEOPHONE 2000, INC.

AUDIT NUMBER.....H96000016366

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

CERT. OF STATUS..0

PAGES..... 9

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

OTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\* ENTER 'M' FOR MENU. \*\*

\* INVALID SELECTION...PLEASE RE-ENTER \*\*

ENTER SELECTION AND <CR>:

help F1 Option Menu F2

NUM

Connect: 00:02:32

FILED  
96 NOV 22 PM 4:27  
SECRET  
FBI  
TALLAHASSEE, FLORIDA

04-922-3709

11/20/88 15:24 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 20, 1996

EMPIRE

SUBJECT: VIDEOPHONE 2000, INC.  
REF: W96000024655

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your documents, 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) 492-1930.

Dana Calloway  
Document Spclalist

FAX Aud. #: H96000016366  
Letter Number: 996A00052868

ARTICLES OF INCORPORATION

OF

VIDEOPHONE 2000 , INC.

⑨  
H96000016366

The undersigned subscribers to these Articles of Incorporation, each a natural person, domestic or foreign corporation, partnership or association, competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I. - NAME

The name under which this corporation will conduct its business and be known and recognized is:

VIDEOPHONE 2000, INC.

ARTICLE II. - NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be:

VIDEOPHONE AND VIDEO CONFERENCE SALES AND SERVICE

Any and all activities permitted under the Laws of the State of Florida and the United States of America.

ARTICLE III. - CAPITAL STOCK

The maximum number and class of shares of stock that this Corporation is authorized to have outstanding any one time are

Sixty (60) Shares No Par Value.

Stock (including treasury shares) may be paid for by cash or other property, tangible or intangible, or by labor or services actually performed for the corporation. Neither promissory notes nor future services shall constitute payment for the issuance of shares.

All the aforementioned stocks to be issued as fully paid for and exempt from assessment. Each share representing one

FILED  
95 NOV 22 PM 4:27  
SECRET  
TALBOT

Carlos A. Santos, II  
6780 Coral Way  
Miami, Florida 33155  
P.03/10

H96000016366

H96000016366

request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are director individually, or any firm of which any directors or officers of, such other corporation;

H96000016366

H96000016366

vota. There will be no pre-emptive rights on the part of the shareholders to acquire unissued or treasury shares or convertible securities.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the corporation to that effect take place.

ARTICLE V - ADDRESS OF THE CORPORATION

The initial place of business address of this corporation in the State of Florida.

8300 S.W. 8 Street, Miami, Florida

The registered office address for this corporation in

the State of Florida will be:

8300 S.W. 8 Street, Miami, Florida

Its registered agent:

Alvaro Lacayo

H96000016366

H96000016366

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI - SHAREHOLDERS

Shareholders meetings will take place once a year or without the geographical boundaries of the State of Florida. A majority of the shares entitled to vote, represented in person or proxy, shall constitute a Quorum, but in not even shall a quorum consist of less than one third of the shares entitled to vote at the meeting.

Shareholders will have the power to adopt, alter, amend or repeal corporate by-laws or they may vest such responsibilities on the Board of Directors.

ARTICLE VII - DIRECTORS

This Corporation shall have THREE Directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1).

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the

H96000016366

H96000016366

any director may be a member, may be party to, or may pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>SHARES</u>	<u>ADDRESS</u>
HUGO CARTAGENA	30	8300 S.W. 8 ST, MIAMI, FL
ALVARO LACAYO	15	8300 S.W. 8 ST. MIAMI, FL
MARIA LACAYO	15	8300 S.W. 8 ST. MIAMI, FL

H96000016366

H96000016366

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
HUGO CARTAGENA	8300 S.W. 8th St., Miami, Fla.
ALVARO LACAYO	8300 S.W. 8th St., Miami, Fla.
MARIA LACAYO	8300 S.W. 8th St., Miami, Fla.

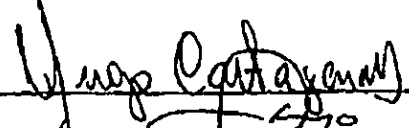

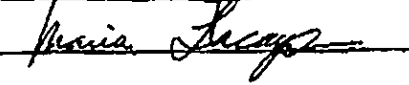
ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in any or as many respects as may be desired, provided that the amended articles contain only such provisions as might be lawfully contained in the original articles at the time of the amendment.

A charter amendment requires the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

Restate articles of incorporation may be adopted.

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals this 19th day of November 1996.

 (SEAL)  
 (SEAL)  
 (SEAL)  
\_\_\_\_ (SEAL)



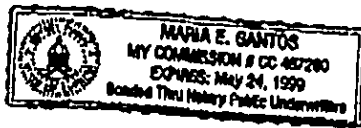
H96000016366

STATE OF FLORIDA  
COUNTY OF DADE SS

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared Hugo Cartagena, Alvaro Lacayo and Maria Lacayo to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribe to these Articles of Incorporation.

IN WITNESS THEREOF I set my hand and official seal in the County and State named above this 19th day of November 1996.  
My commission expires:

  
Notary Public



H96000016366

H96000016366

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

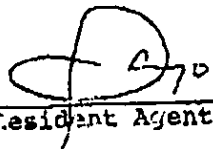
In pursuant to Chapter 48.091 Florida Statutes, the  
following is submitted, in compliance with said Act:

First That Videophone 2000, Inc.

desiring to organize under the laws of the State of Florida  
with its principal office, as indicated in the Articles of  
Incorporation at City of Miami County of Dade State of Florida  
has named, Alvaro Lacayo located at 8300 S.W. 8th Street,  
Miami County of Dade State of Florida as  
its agent to accept services of process within the State.

ACKNOWLEDGMENT,

Having been named to accept service of  
process for the above stated corporation, at 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.

By:   
Resident Agent

FILED  
96 NOV 22 PM 4: 27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H96000016366