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((H96000016593 1))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: XAT BMOONI, INC.

AUDIT NUMBER.....H96000016593

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

CERT. OF STATUS..0

PAGES..... 8

CERT. COPIES.....1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
XAT EMOGNI, INC.

H96 000016593

The undersigned subscribed to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be Xat Emonci, INC.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the State of Florida and of the United States of America; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph or cemetery company, a building and loan association, mutual life insurance association, cooperative association, fraternal benefits society, state fair or exposition.

ARTICLE III - SHARES OF STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares at \$ 1.00 par value.

This Instrument Prepared By:

MARCELO M. AGUDO, ESQ.
501 Brickell Key Drive, Suite 300
Miami, Florida 33131
Florida Bar No.: 178436
(305) 370-8882

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ARTICLE IV - DURATION

The Corporation is to have perpetual existence, commencing upon the filing of these Articles with the Department of State.

ARTICLE V - RESIDENT OFFICE AND AGENTS

The Corporation's initial registered agent and his address are as follows:

ANDRES A. CAMPILLO
141 N. E. 3rd Avenue
Miami, Florida 33132

ARTICLE VI - RESIDENT AGENT

Pursuant to the provisions of Section 48.091 Florida Statutes, the following is the designation of the Resident Agent on whom service of process may be made:

ANDRES A. CAMPILLO
141 N.E. 3rd Avenue, 7th Floor
Miami, Florida 33132

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

The name and street address of the Members of the First Board of Directors who shall hold office until his successors are elected and qualified, is as follows:

PRESIDENT/SECRETARY/DIRECTOR: ANDRES A. CAMPILLO
140 N. E. 3rd Avenue, 7th Floor
Miami, Florida 33132

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ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles of Incorporation as Incorporator is: ANDRES A. CAMPILLO
141 N.E. 3rd Avenue, 7th Floor
Miami, Florida 33132

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI - REGULATION OF BUSINESS

The following additional provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and to create, define, limit, and regulate the powers of the corporation, and the shareholders:

A. If the by-laws of the corporation so provide, any meeting of the shareholders may be held either within or without the State of Florida and the books and records of the corporation may be kept at such place or places outside the State of Florida as may be designated, at any time, or from time to time, by the shareholders, unless otherwise provided by the laws of Florida.

B. No contract or other transaction between the Corporation and one or more of its shareholders, or any other corporation,

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firm, association or entity in which one or more of its shareholders are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such shareholder or shareholders are present at the meeting which authorizes, approves or ratifies such contract or transaction or because his or their wishes are counted for such purpose if:

The fact of such relationship or interest is disclosed or known to the shareholders which authorize, approve or ratify the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested shareholders; or

The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the shareholders.

Such common or interested shareholders may be counted in determining the presence of a quorum at a meeting of the shareholders which authorizes, approves or ratifies such contract or transaction.

C. The stock in the corporation is issued pursuant to the provisions of Section 1244 of the Internal Revenue Code.

D. In the event a certificate of stock is lost, stolen or destroyed, the corporation may issue a replacement certificate without requiring the surrender of the certificate for cancellation, provided that the shareholder in whose name the

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certificate was registered shall provide an Affidavit setting forth the circumstances under which such certificate was lost, stolen or destroyed and provided said shareholder agrees in writing to indemnify and hold the corporation harmless from and against any and all claims, actions, and suits, whether groundless or otherwise, and from and against any and all liabilities, losses, damages, costs, charges, counsel fees, and other expenses, of every nature and character, which the corporation at any time shall or may sustain or incur by reason of any claim or demand which may be made as a result of the issuance of such new certificate.

E. The corporation and the holders of a majority or more of the shares of the corporation shall have the power to enter into an agreement restricting or limiting the sale, transfer, assignment, pledge, or hypothecation of the shares of the corporation or any part thereof. If at any time the holders of a majority or more of the shares of the corporation shall enter into an agreement, restricting or limiting the sale, transfer, assignment, pledge or hypothecation of the shares of the corporation or any other part thereof to which agreement the corporation shall become a party, the corporation shall thereupon observe and carry out on its part the term of any such agreement and shall refuse to recognize any sale, transfer, assignment, pledge or hypothecation of any of the shares covered by such agreement, unless the same be in conformity with the terms and conditions of such agreement provided that a copy of such agreement be filed in the principal office of the

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corporation, and provided further, that notice of the existence of such provision be noted conspicuously on the face and back of each and every certificate of shares subject to the terms and conditions of any such agreement.

F. The corporation reserves the right to amend, alter, change or repeal any or all of the provisions contained in these Articles of Incorporation, in the manner now or thereafter prescribed by statute, and all rights conferred upon the shareholders herein are granted subject to this reservation.

ARTICLE XII - PRE-EMPTIVE RIGHT

Every stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, have the right to purchase his pro-rata share thereof (as nearly as may be done without issuances of fractional shares) at the price at which it is offered to others.

ARTICLE XIII - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation and its mailing address shall be 141 N. E. 3rd Avenue, Miami, Florida 33132.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 10th day of October, 1996.


ANDRES A. CAMPILLO

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

Pursuant to Chapter 607.034, Florida Statutes, the following
is submitted in compliance with said Act:

XAT EMOCNI, INC., desiring to organize under the laws of the
State of Florida has named ROSA A. WATLER, whose office is located
at 141 N. E. 3rd Avenue, 7th Floor, Miami, Florida 33155, as its
agent to accept service of process within the state.

ACKNOWLEDGMENTS:

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
provisions of said Act relative to keeping open said office.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at
Miami, Dade County, Florida, on this 10th day of October, 1996.


ANDRES A. CAMPILLO
Resident Agent

SECRET
TALLAHASSEE
DATE

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12/17/96

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FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H96000017685 4))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: XAT EMOONI, INC.

AUDIT NUMBER.....H96000017685

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....0

PAGES..... 2

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

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96 DEC 20 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 20, 1996

XAT EMOCNI, INC.
141 N.E. 3RD AVE.
MIAMI, FL 33132

SUBJECT: XAT EMOCNI, INC.
REF: P96000095724

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96 DEC 20 PM 2:05
DIVISION OF CORPORATIONS

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

The document is illegible and not acceptable for microfilming.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000017685
Letter Number: 096A00056795

FILED
96 DEC 20 PM 4:09
H96 000017685
SECRET
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
XAT ENONCI, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The following Amendments were adopted on December 2nd, 1996, by the incorporator without shareholder action and shareholder action was not required.

- ARTICLE I - NAME: The name of the Corporation is hereby Amended to be: ENONCI XAT EERE, INC.
- ARTICLE V - RESIDENT OFFICE AND AGENTS: The name and address of the registered agent and his address: MARCELO M. AGUDO, ESQ., 501 Brickell Key Drive, Suite 300 Miami, Florida 33131.
- ARTICLE VI - RESIDENT AGENT: The name and address of the Resident Agent upon whom service of process may be made: MARCELO M. AGUDO, ESQ., 501 Brickell Key Drive, Suite 300, Miami, Florida.
- ARTICLE VIII - DIRECTORS AND OFFICERS: The name & address of the Board of Directors and Officers of the Corporation is:
PRESIDENT/DIRECTOR: NORMA C. SANCHEZ
9133 S. W. 6th Street, Miami, Florida 33176
SECRETARY/DIRECTOR: ANDRES A. CAMPILLO
501 Brickell Key Dr. #300, Miami, Florida 33131
- ARTICLE XIII - PRINCIPAL OFFICE AND MAILING ADDRESS: The principal office of this Corporation and its mailing address shall be 501 Brickell Key Drive, Suite 300, Miami, Florida 33131.

Signed this 4th day of December, 1996, at Miami, Dade County, Florida.

Prepared by:
Marcelo M. Agudo, Esq.
501 Brickell Key Dr. # 300
Miami, FL 33131
(305) 370-8880 / FBN. 178436


ANDRES A. CAMPILLO, Incorporator

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

Pursuant to Chapter 607.034, Florida Statutes, the following
is submitted in compliance with said Act:

HMOONI XAT EBRF, INC., desiring to organize under the laws of
the State of Florida has named MARCELO M. AGUDO, ESQ., whose office
is located at 501 Brickell Key Drive, Suite 300, Miami, Florida
33131, as its agent to accept service of process within the state.

ACKNOWLEDGMENTS:

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
provisions of said Act relative to keeping open said office.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at
Miami, Dade County, Florida, on this 20th day of December, 1996.


MARCELO M. AGUDO,
Resident Agent

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