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Raúl J. Sánchez de Varona, P.A.

1333 South Miami Ave., Ste. 100
Miami, Florida 33130
Telephone (305) 377-0175
Fax (305) 377-0975

7700 No. Kendall Drive, Ste. 413
Miami, Florida 33156
Telephone: (305) 596-4592
Fax (305) 596-0693

November 19, 1996

Secretary of State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: C&C International Communications

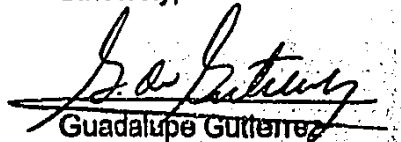
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***122.50 ***122.50

Dear Sir/Madam:

Enclosed please find the original articles of incorporation for C&C International Communications, as well as check in the sum of \$122.50 to cover the cost of filing fee and certified copy of articles. Please return to us via Federal Express in the enclosed FedEx envelope at the earliest possible convenience.

Thanking you in advance for your prompt attention to this matter, we remain,

Sincerely,


Guadalupe Gutierrez
Legal Assistant to
Raúl J. Sánchez de Varona

/gg
Enclosures: as stated

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 5, 1996

GUADALUPE GUTIERREZ
7700 NO KENDALL DRIVE STE 413
MIAMI, FL 33156

SUBJECT: C&C INTERNATIONAL COMMUNICATIONS
Ref. Number: W96000025475

We have received your document for C&C INTERNATIONAL COMMUNICATIONS and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 496A00054578

**ARTICLES OF INCORPORATION
OF
C&C INTERNATIONAL COMMUNICATIONS, INC.**

a Florida Corporation

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation act, adopts the following Articles of Incorporation for such corporation:

Article 1 - Name

The name of this corporation is **C&C INTERNATIONAL COMMUNICATIONS, INC.**

Article 2 - Mailing Address and Principal Office

The principal office and mailing address of this Corporation shall be:

999 W. 49th Street
Hialeah, FL 33012

Article 3 - Duration

The period of its duration is perpetual.

Article 4 - Purpose

The purpose is to engage in all lawful activity.

Article 5 - Capital Stock

The corporation is authorized to issue 1,000 shares, no-par value, all of one class.

Article 6 - Initial Registered Office and Agent

The name and address of the initial registered agent of the corporation is Raúl J. Sánchez de Varona, and the initial registered office of this corporation is 1333 South Miami Avenue, Suite 100, Miami, Florida 33130.

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Article 7 - Initial Board of Directors

The initial Board of Directors shall consist of one member. The initial director and his address is Ivan Soto, 2020 Bentworth, Suite 340, Houston, TX 77077.

Article 8 - By-Laws

The corporation may adopt its by-laws at such time as determined by the Board of Directors.

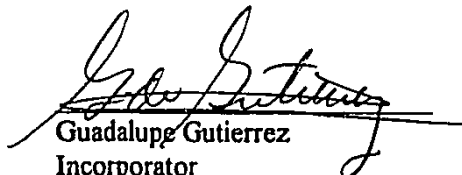
Article 8 - Indemnification

The corporation may indemnify its officers and directors for any acts whatsoever.

Article 10 - Amendment to Articles

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 12th day of November, 1996.


Guadalupe Gutierrez
Incorporator
7700 No. Kendall Drive, Ste. 413
Miami, FL 33156
(305) 596-4592

Certificate of Registered Agent

of

C&C INTERNATIONAL COMMUNICATIONS, INC.

a Florida Corporation

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Pursuant to Chapter 607 of the Florida Statutes, the following is submitted in compliance with the Act:

That C&C International Communications, Inc. is desiring to organize under the laws of the State of Florida with principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Raúl J. Sánchez de Varona of 1333 South Miami Avenue, Suite 100, Miami, Florida 33130, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.

Dated this 12th day of November, 1996.


Raúl J. Sánchez de Varona