

TELESYM

P96000103594

December 16, 1996

Secretary of State
State of Florida
PO Box 6327
Tallahassee,
Florida 32314

000002035310--8
-12/20/96--01090--003
*****70.00 *****70.00

Re: New Filing for Telesym Corporation

Dear Sirs:

I enclose with this letter the following items for the filing of a new corporation in the State of Florida:

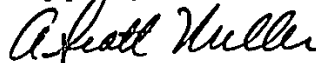
1. Articles of Incorporation for Telesym Corporation.
2. Certificate of Designation of Registered Agent/Registered Office for Telesym Corporation.
3. Check in the amount of seventy (\$70.00) dollars payable to the Secretary of State covering the corporation filing fee and Registered Agent fee.

96 DEC 20 AM 9:15
FILED
CLERK OF SUPREMACY
IN THE STATE OF FLORIDA
TALLAHASSEE

I have conferred with your office regarding the name availability and was informed that the name Telesym Corporation is available for use.

Please file these documents and forward me a copy of the filed Articles of Incorporation and receipt for filing. Thank you for your help in this matter.

Truly yours,



A. Scott Miller
Secretary

Enclosures

WJW 12-27-96

**ARTICLES OF INCORPORATION
OF
TELESYM CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 20 AM 9:15

ARTICLE I

The name of the corporation shall be:

TELESYM CORPORATION

ARTICLE II

This corporation may engage in any activity of business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 SHARES.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall not be less than ten thousand (\$10,000.00) dollars.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The principal office of this corporation shall be located at: 10800 Biscayne Boulevard, Suite 310, Miami, Florida 33161, with the corporation retaining the power of moving its offices to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors.

ARTICLE VII

This corporation shall at all times have at least three Directors who shall conduct the business of the corporation as a Board of Directors. The

stockholders of the corporation may, from time to time, and at any time, increase or the size of the Board of Directors of the corporation, provided that the corporation shall at all times have a minimum of three Directors.

ARTICLE VIII

The names and post office addresses of the first Board of Directors of the corporation who, subject to the provisions of the Certificates of Incorporation and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified, are:

Juan de la Cierva, 10800 Biscayne Boulevard, Suite 310, Miami, Florida 33161

Donald H. Rhoades, 10800 Biscayne Boulevard, Suite 310, Miami, Florida 33161

Fernando Zulueta, 10800 Biscayne Boulevard, Suite 310, Miami, Florida 33161

ARTICLE IX

The name and post office address of the incorporator of these Articles of Incorporation shall be:

Juan de la Cierva, 10800 Biscayne Boulevard, Suite 310, Miami, Florida 33161

ARTICLE X

The by-laws of this corporation may be created, amended or changed by either the Stockholders or the Directors of the Corporation at any regular or duly scheduled Special Meeting.

ARTICLE XI

All officers, agents and directors shall be chosen in such manner, hold their office for such terms and have such powers and duties as may be prescribed by the by-laws or determined by the Board of Directors of the corporation.

ARTICLE XII

Every person who is now or hereafter shall become a Director of this corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit, or proceeding, or

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

In compliance with Sections 607.0501 or 617.0501, Florida Statutes, the following is submitted:

First That Corporation desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Juan de la Cierva, located at 10800 Biscayne Boulevard, Suite 310, Miami, Florida, 33161, telephone 305-892-2236, as its Registered Agent to accept service of process within Florida.

Signature: _____

Scott Miller
Scott Miller, Secretary

Date: _____

12-13-96

Having been named to accept service of process for the above named 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.

Signature: _____

Juan de la Cierva
Juan de la Cierva

Date: _____

12/13/96

66 DEC 20 AM 9:15
12/13/96