

BUDGET BOOKKEEPING

P97000009008

January 7, 1997

Department of Corporations
P. O. Box 6327
Tallahassee FL 32314

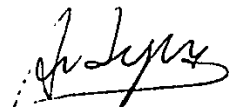
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-01/14/97--01076--012
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To whom it may Concern:

Find enclosed the Articles of Incorporation and the fees for Waytec, Inc., there is another corporations that is being dissolved at this time with the same name.

Should you have any questions do not hesitate to contact me.

Sincerely,



Andres Guiga

FILED
91 JAN 29 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

310-239-8314

JAN 30 11:33

2918 SANTA MONICA BLVD., SUITE D, SANTA MONICA, CA 90404
(310)828-1888 FAX(310)582-8246

BUDGET BOOKKEEPING

January 29, 1997

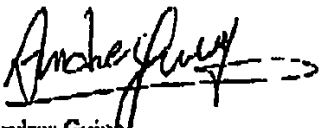
Robby Cox
Florida Department Of State
Division of Corporations
P. O. Box 6327
Tallahassee FL 32314

Dear Mrs. Cox:

The shareholders of Waytec, Inc. have no intention reviving this corporation and is being dissolved voluntarily. I am releasing the name to be used by another corporation, if you have any questions do not hesitate to contact me.

Thank you very much for your help.

Sincerely,


Andres Guiga

2918 SANTA MONICA BLVD., SUITE D, SANTA MONICA, CA 90404
(310)828-1888 FAX(310)582-8246

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97 JAN 29 AM 8: 22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF WAYTEC

We, The undersigned subscribe to these articles of incorporation, each a natural person competent to contract, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the provisions of Florida Statue, Chapter 607, Known as the "Florida General Corporation Act," do hereby subscribe to this certificate of incorporation:

ARTICLE I

The name of the Corporation is: WAYTEC, INC.

ARTICLE II

The general nature of the business or businesses of the corporation and the objects and purposes proposed to be transacted, promoted or carried on by it, are as follows:

- a) To buy, sell, lease, construct, repair, transport, trade, or otherwise deal in and with electronic supplies and equipment, software associated therewith, television and electrical devices and equipment, and all manner of mechanical equipment and devices.
- b) To purchase real estate, make and purchase materials for the construction of buildings; to erect buildings; to own, manage, operate, carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of building and improvements of any kind and nature whatsoever, including the locating, laying out and construction of roads, avenues, docks, slips, sewers, bridges, wells, walls, canals, railroad of street railways, power plants and generally all classes of buildings, erections and works, both public and private, or integral parts thereof; all under the supervision and direction of property licensed persons in accordance with the laws of the State of Florida and any applicable local statutes, ordinances or regulations.
- c) To take, lease, purchase or otherwise acquire; and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, cultivate and otherwise handle, deal in and dispose of real estate, real property and any interest or right therein; to take, purchase, or otherwise acquire, and to hold, sell, convey, exchange, hire, lease, pledge mortgage, and otherwise deal in and dispose of all kinds of personal property, chattels, chattels real, causes in action, notes, bonds, mortgages and securities.
- d) To guarantee or endorse promissory notes, bonds, or other evidences of indebtedness of any person, firm or corporation, and to pledge and encumber any and all corporate

meaning of Florida Statute Chapter 607, known as the "Florida General Corporation Act .

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

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

ONE HUNDRED (100) SHARES AT \$1.00 par value each.

ARTICLE IV

The capital of the corporation shall be at least equal to the aggregate amount of consideration received by the corporation for the issuance of the shares described in Article III hereof, plus such amounts as, from time to time, by resolution of the stockholders, may be transferred thereto.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The capital of Florida is 7150 Lago Drive West, Coral Gables, Florida 33134, plus a second office at 1140 East Ocean Blvd, #324, Long Beach, California 90802. The Registered Agent of the Corporation at the registered address is Gustavo Mendonca Brasileiro. The stockholders may from time to time move the principal office to any other address in Florida.

The initial registered office and mailing address of this corporation in the State principal office to any other address in Florida. The agent/manager is authorized to negotiate with furnishers and other customers, buy, sell or rent properties or goods, open and transact business checking and savings accounts, buy or sell stocks and bonds, apply for credit and loans, employ people, engage services from lawyers, accountants, and others, and all the necessary acts for conducting and developing the business. The agent/manager, by himself, may sign for the incorporation all kinds of necessary documents for processing acts above, like agreements, checks and others.

ARTICLE VII

Pursuant to the provisions of Chapter 607.111 (1), Florida Statutes, this corporation shall have no directors. The business of the corporation shall be managed by its stockholders.

ARTICLE VIII

The names and post office addresses of the first president, Vice Presidents, if any, Secretary, Treasurer, who, subject to the provisions of this Certificate of Incorporation, the By-Laws, and Florida Statute Chapter 607, known as the "Florida General Corporation Act," shall hold office for the first year of the corporation's existence, or until the successors are elected and have qualified, are as follows:

EMIDIO CIPRIANI

President

Rua Fini,
501 Santa Rita do do Sapucaí
Minas Gerais 37540
Brazil

CARLOS ANTONIO
GARCIA RODRIGUES

Secretary
Treasurer

Rua Dona Julia 163/173
Sao Paulo, Brazil

ARTICLE IX

The names and post office addresses of each subscriber to this Certificate of Incorporation and the number of shares which he agrees to take, and the value of the consideration therefor, to be received by the corporation, are as follows:

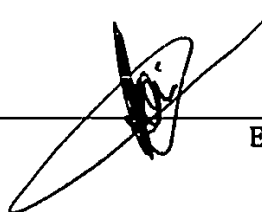
<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u> <u>PAID</u>
WAYTEC - TECNOLOGIA em COMUNICAO LTDA a corporation	Rua Fini 501 Santa Rita do Sapucaí MG, Brazil	100%	\$100

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon. Similarly, by-laws may be adopted, from time to time, by majority vote of the stockholders entitled to vote thereon.

WAYTEC - TECNOLOGIA em COMUNICAO, LTDA.

By _____



Emidio Cipriani, President

FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

97 JAN 29 AM 8:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 Waytec, Inc.

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

Gustavo M. Brasileiro
(NAME)

7150 Lago Drive West

(P. O. Box or Mail Drop Box NOT ACCEPTABLE)

Coral Gables Florida 33134

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

(DATE)