

997000010576

I. BARRY BLAXBERG
MOISES T. GRAYSON
SEYMOUR N. SINGER

LAW OFFICES
BLAXBERG, GRAYSON & SINGER, P.A.

SUITE 730 - INGRAHAM BUILDING
25 SOUTHEAST 2ND AVENUE
MIAMI, FLORIDA 33131-1506
TELEPHONE (305) 381-7979
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IAN J. KUKOFF
JONATHAN W. SEGAL
DANIEL J. SERBER
MATTHEW W. DIETZ

January 28, 1997

Secretary of State of Florida
Division of Corporations
Tallahassee, FL 32314

Re: **Free Communication, Inc.**
Our File No. 1040-4

800002073728--6
-01/30/97--01056--012
****131.25 ****131.25

Dear Sir or Madam:

Enclosed are two (2) original executed Articles of Incorporation for the above captioned corporation. Also enclosed is a check in the amount \$131.25 for the following fees:

Filing Fee	\$35.00
Certified Copies	\$52.50
Register Agent Designation	\$35.00
Certificate of Good Standing	\$ 8.75

Total **\$131.25**

Please return a certified copy of the Article of Incorporation to the undersigned as soon as they are filed.

Very truly yours,


Daniel J. Serber

DJS/vy
Enclosures
cc: I. Barry Blaxberg
TCK: 2/7/97

1040-4\DJS\r 1618

FILED
97 JAN 30 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2/3/97

ARTICLES OF INCORPORATION OF
FREE COMMUNICATION, INC.

97 JAN 30 PM 2:41
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.
CORPORATE NAME

The name of this corporation shall be: Free Communication, Inc.

ARTICLE II.
NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III.
CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be: Norberto Zirulnikoff, 223 East Flagler Street, Miami, Florida 33131.

ARTICLE V.
MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be: 223 East Flagler Street, Miami, Florida 33131.

ARTICLE VI.
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.
INITIAL DIRECTORS

The name and address of the first Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Norberto Zirulnikoff	223 East Flagler Street Miami, Florida 33131
Uriel Schamy	223 East Flagler Street Miami, Florida 33131
Gustavo Sofovich	223 East Flagler Street Miami, Florida 33131

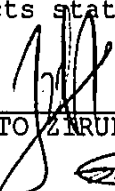
The first Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

**ARTICLE VIII.
INCORPORATORS**

The name and post office address of the Incorporators executing these Articles of Incorporation are:

<u>Incorporator</u>	<u>Address</u>
Norberto Zirulnikoff	223 East Flagler Street Miami, Florida 33131
Uriel Schamy	223 East Flagler Street Miami, Florida 33131
Gustavo Sofovich	223 East Flagler Street Miami, Florida 33131

THE UNDERSIGNED Incorporators, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.



NORBERTO ZIRULNIKOFF



URIEL SCHAMY



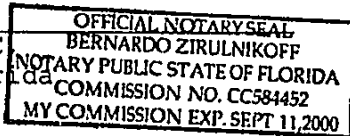
GUSTAVO SOFOVICH

STATE OF FLORIDA :
: SS
COUNTY OF DADE :

BEFORE ME, the undersigned authority, appeared NORBERTO ZIRULNIKOFF, URIEL SCHAMY, and GUSTAVO SOFOVICH who are personally known to me or who have produced _____ as identification, and acknowledged that they executed said Articles of Incorporation, and who did take an oath.

WITNESS my hand and seal in the State and County aforesaid, this 28 day of JANUARY, 1997.

NOTARY PUBLIC
State of Florida



Print Name: _____

My Commission Expires: _____

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.



NORBERTO ZIRULNIKOFF,
Registered Agent

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FILED
97 JAN 30 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA