

FEB-19-97 WED 1:58 AM

P97000015572

P. 1

001

2/17/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

11:00 AM

((H9700002790 0))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4861

FROM: FILINGS, INC.

ACCT#: 072728888101

CONTACT: TERRA ROMAN
PHONE: (904) 385-6735

FAX #: (904) 385-6761

NAME: GSM GATEWAY, INC.

AUDIT NUMBER.....H9700002790

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. MAILFAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

RECEIVED

97 FEB 19 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

97 FEB 19 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3876

nc 2/19/97

FILED
97 FEB 19 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GSM Gateway, Inc.**

The undersigned, being a natural person, acting as incorporator for the purpose of establishing a corporation under the provisions and subject to the requirements of the laws of the State of Florida, particularly Chapters 607, Florida General Corporation Act, and the acts amendatory thereof and supplemental thereto, does hereby adopt and make the following Articles of Incorporation and does hereby certify that:

ARTICLE I
NAME

The name of the corporation is GSM Gateway, Inc., a Florida corporation.

ARTICLE II
PURPOSE

The general nature of the business or businesses to be transacted by the Corporation, which shall include the authority of the United States any and all business or activity permitted under the laws of the United States or in the State of Florida for which corporations may be incorporated under Chapter 607, Florida Statutes, and supplemented, is as follows:

- (a) To engage in every aspect of international and domestic telecommunications;
- (b) To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments permitted by law.
- (c) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

POWERS

The Corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapters 607, Florida Statutes, as amended and supplemented.

PREPARED BY:
ERIC C. CHRISTU, ESQ.
4800 N. FEDERAL HWY, STE. 200
BOCA RATON, FL. 33431
561-368-8800
BAR #434647

ARTICLE III
AUTHORIZED STOCK

The amount of the authorized capital stock of the Corporation is Six Hundred (\$600.00) Dollars. The maximum number of shares of stock which the Corporation is authorized to have is Six Hundred shares. All such shares are of one class and are designated as common stock.

Shares of the Corporation's stock and certificates shall be issued only to lawyers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

ARTICLE IV
EFFECTIVE DATE

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation.

ARTICLE V
DURATION

The Corporation is to have perpetual existence unless dissolved according to law.

ARTICLE VI
ADDRESS

The address, including initial street address, of principal office of the corporation is:

1400 Bayview Drive
Suite 3
Ft. Lauderdale, Florida 33304

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial director of this Corporation is:

Name _____ Address _____

Louis J. Dvorak

1400 Bayview Drive
Suite 3
Ft. Lauderdale, FL 33304

**ARTICLE VIII
INCORPORATOR**

The name and address of the person subscribing to these Articles of Incorporation is as follows:

Name

Address

Louis J. Dvorak

1400 Bayview Drive
Suite 3
Ft. Lauderdale, FL 33304

**ARTICLE IX
SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, stockholder, agent, or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the Corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon such disqualification of any shareholder, purchase said shareholder's shares and pay him all amounts owing and lawfully due to him by the Corporation, except that such shares shall not be entitled to dividends.

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XI
DESIGNATION OF REGISTERED OFFICE AND AGENT
AND ACCEPTANCE OF APPOINTMENT**

The street address of the initial registered office of this Corporation is 4800 North Federal Highway, Suite 200E, Boca Raton, FL 33431 and the name of the initial registered agent of this Corporation at that address is Eric C. Christu.

I hereby accept this appointment if, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that I may be

PEB-19-97 WED 4:58 AM

#97000002790

P. 5

found as registered agent for service of process upon said proposed corporation at the address set forth above.

IN WITNESS WHEREOF, as said Registered Agent, I have caused this statement to be signed on this 5th day of February, 1997.

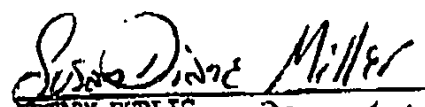

ERIC C. CHRISTO
REGISTERED AGENT

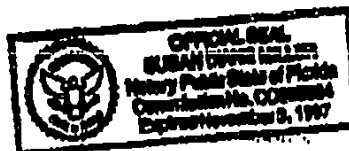
IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 12 day of February, 1997.


LOUIS J. DVORAK
INCORPORATOR

STATE OF FLORIDA
COUNTY OF PALM BEACH

SWORN TO, SUBSCRIBED AND ACKNOWLEDGED before me this 12th day of February, 1997, by Louis J. Dvorak, who is personally known to me, ~~or who has produced~~ as identification, and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed said instrument for the purposes therein stated.


NOTARY PUBLIC
Print Name: Susan Dine Miller
Commission No.:
My Commission expires:



97 FEB 19 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

#97000002790