

P97000024150

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

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

SUITE 730 - INGRAHAM BUILDING
25 SOUTH EAST 2ND AVENUE
MIAMI, FLORIDA 33131-1506
TELEPHONE: (305) 381-7979
TELECOPY: (305) 371-4816

IAN J. KUKOFF
JONATHAN W. SZOAL
DANIEL J. HERRER
MATTHEW W. DIETZ

March 3, 1997

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

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***131.25 ***131.25

Re: **FREECOMM., INC.**
Our File No. 1040-4

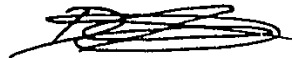
Dear Sir or Madam:

Enclosed is an original and a copy of the 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	<u>\$131.25</u>

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

~~1040-4~~ 5151
DJS/vy
Enclosures
cc: I. Barry Blaxberg
TCK: 3/14/97

1040-4\DJSVr 1643


3/11/97



FILED
97 MAR 17 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 12, 1997

DANIEL J. SERBER, ESQ.
BLAXBERG, GRAYSON & SINGER, P.A.
25 SE 2ND AVENUE SUITE 730
MIAMI, FL 33131-1506

SUBJECT: FREECOMM., INC.
Ref. Number: W97000005751

We have received your document for FREECOMM., INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 197A00012534

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

LAW OFFICES
BLAXBERG, GRAYSON & SINGER, P.A.
SUITE 750 - INGRAHAM BUILDING
25 SOUTH EAST 2ND AVENUE
MIAMI, FLORIDA 33131-1504
TELEPHONE (305) 381-7979
TELECOPY: (305) 371-6816

IAN J. KUKOFF
JONATHAN W. HEGAL
DANIEL J. SERBER
MATTHEW W. DIETZ

March 14, 1997

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

Re: FREECOMM., PERSONAL SATELLITE COMMUNICATION, INC.
Our File No. 1040-4

Dear Sir or Madam:

Enclosed are two original executed Articles of Incorporation for the above captioned corporation. Please apply the \$131.25 previously submitted to you for the following fees:

Filing Fee	\$35.00
Certified Copies	\$52.50
Register Agent Designation	\$35.00
Certificate of Good Standing	<u>\$ 8.75</u>
Total	<u>\$131.25</u>

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: 3/21/97

1040-4\DJsr 1678

**ARTICLES OF INCORPORATION OF
FREECOMM. PERSONAL SATELLITE COMMUNICATION, INC.**

FILED

97 MAR 17 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I.
CORPORATE NAME**

The name of this corporation shall be: FREECOMM.
PERSONAL SATELLITE 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**

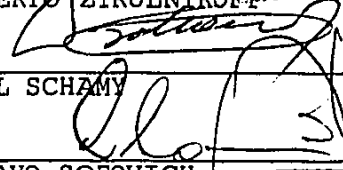
The name and post office address of the Incorporators executing these Articles of Incorporation are:

<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

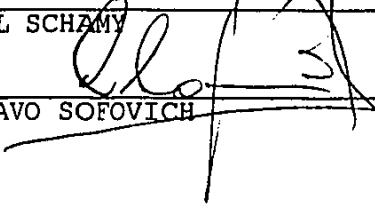
THE UNDERSIGNED Incorporators, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.



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 14th day of MARCH, 1997.



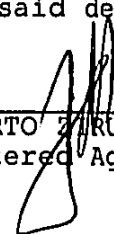
DANIEL JAVIER BERBER
My Commission CC509595
Expires Nov. 13, 1999


NOTARY PUBLIC,
State of Florida

Print Name: DANIEL SERBER

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

CORP4.MTG
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