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97 MAR 25 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 24, 1997

Department of State  
Division of Corporations  
George Firestone Building  
409 E. Gains Street,  
Tallahassee, FL 32399.

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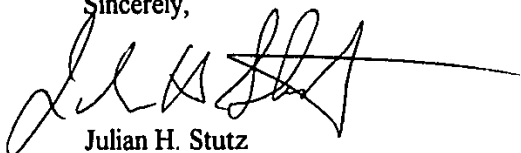
To whom it may concern:

Please find enclosed the Articles of Incorporation for Veritel, Inc. Please find enclosed a check for the incorporation fee of \$122.50.

Please address all correspondence to:

Veritel Inc.  
1500 SE 3rd Court  
Suite 205  
Deerfield Beach, FL. 33441

Sincerely,



Julian H. Stutz

## ARTICLES OF INCORPORATION

OF

VERITEL INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

### ARTICLE I

The name of the corporation shall be VERITEL INC.

### ARTICLE II

The duration of the corporation is perpetual.

### ARTICLE III

The general purpose for which the corporation is organized are:

- (1) To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing) deal in and with property of every kind and character, real, personal for mixed, tangible or intangible, wherever situated and however held, including but not limited to, money, credits, chooses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of the foregoing, and to exercise in respect thereof all the rights, powers and privileges, and immunities of individual owners or holders thereof.
- (2) To hire and employ agents, servants and employees, and to enter into agreement of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.
- (3) To promote or aid in any manner, financially or otherwise, any person, firm, associate or corporation, and guarantee contracts and other obligations.
- (4) To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm association or corporation, or any government or authority or subdivision or agency thereof.

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- (5) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise or that it may deem calculated, directly or indirectly, to improve the interest of this corporation, and to do all things specified in the Florida Corporation Act, and to have and to exercise all powers conferred by the laws pursuant to which and under this corporation is formed, as such laws are not in effect or may at any time hereafter be amended, and to do any and all things herein above set forth to the same extent and as fully as natural persons might or could to, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.
- (6) To transact any other lawful business for which corporations may be incorporated under the Florida General Corporations Act and engage in any other business or trade with can, in the option of the Board of Director of the corporation, be advantageously carried on in connection with auxiliary to the foregoing business.
- (7) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

#### ARTICLE IV

The aggregate number of shares which is corporation is authorized to issue is one million (1,000,000). Such shares shall be of a single class, and shall have a par value of one (\$0.01) cent.

#### ARTICLE V

The distribution of shares is as follows, Lynne Robinson shall receive two hundred and fifty thousand single class shares (250,000). Julian Stutz shall receive two hundred and fifty thousand single class shares (250,000). The Corporation shall retain five hundred thousand shares for future distribution in order to raise additional funding (500,000).

#### ARTICLE VI

The street address of the initial principal office of the corporation is 1500 SE 3<sup>rd</sup> Court, Suite 205 Deerfield Beach FL 33441. The name of its initial registered agent is Julian Stutz.

#### ARTICLE VII

The number of directors constituting the initial Board of Director of the corporation is not less than (2). The number of votes needed to elect and change officers and/or amend articles of the Corporation is two (2). The name and addresses of the persons who are to serve as the initial members of the Board of Directors are:

Julian Stutz  
5401 NE 4<sup>th</sup> Ave.  
Ft. Lauderdale, FL 33334

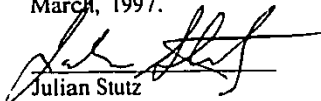
Lynne Robinson  
PO Box 1058  
Ranchos de Taos, NM 87557

#### ARTICLE VIII

The name and address of the incorporator is:

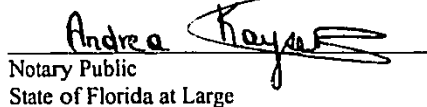
Julian Stutz  
5401 NE 4<sup>th</sup> Ave.  
Ft. Lauderdale, FL 33334

EXECUTED by the undersigned at Ft. Lauderdale, Broward County, Florida this 24<sup>th</sup> Day of March, 1997.

  
Julian Stutz

SWORN TO and SUBSCRIBED before me this 24 day of March, 1997, at

Fort Lauderdale, Broward County, Florida.

  
Andrea Kayser  
Notary Public  
State of Florida at Large

My commission Expires: 3/4/2000 (SEAL)



**CERTIFICATE OF DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Florida Statutes sections 48.091 and 607.034, the following is submitted:

Veritel Incorporated a corporation formed under the laws of the State of Florida, have designated 1500 SE 3rd Court, Suite 205, Deerfield Beach, Florida 33441 as it's initial Registered Office and has named Julian H. Stutz as it's initial Registered Agent.

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statute section 48.091 relative to opening said office.

By: Julian H. Stutz  
Registered Agent

Signature:



Title:

REGISTERED AGENT

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CLERK OF DISTRICT COURT  
PALM BEACH, FLORIDA