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ABRAMS, ANTON, ROBBINS, RESNICK & SCHNEIDER, P.A.

MAYNARD ABRAMS
1916-1992

PAUL B. ANTON
1927-1941

MILTON S. BLAUT X
ALAN B. COHN *
MAURICE M. GARCIA
GENE K. GLASSER *
WILLIAM S. KRAMER O
SCOTT A. ORTH
JENNIFER E. PRICE
LEONARD ROBBINS
KENNETH A. RUBIN
REUBEN M. SCHNEIDER O X
PETER R. SIEGEL
JACK F. WEINS
DAVID WEISMAN O

EDWARD S. RESNICK (RET.)

OF COUNSEL
STANLEY D. GOTTSOGEN †

* BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER

O BOARD CERTIFIED REAL ESTATE LAWYER

‡ MEMBER OF D.C. BAR
X MEMBER OF N.Y. BAR
† MEMBER OF OHIO BAR

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PLEASE REPLY TO:

Boca

FILE NO.:

March 28, 1997

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation
Ansett Telecom, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation and a check in the amount of \$131.25 representing the filing fees. Please forward evidence of filing to the undersigned at your earliest convenience.

Sincerely,



William S. Kramer

WSK/smb
Enclosures

FILED
97 MAR 31 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-1-97
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ARTICLES OF INCORPORATION
OF
ANSETT TELECOM, INC.

ARTICLE I

NAME

The name of the corporation is
ANSETT TELECOM, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting
any and all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000)
shares of \$1.00 par value common stock. The shares shall not be
divided into classes, nor may this corporation issue preferred
stock without an amendment to its Articles of Incorporation.

ARTICLE V

PRINCIPAL OFFICE

The principal office or mailing address of this corporation is

c/o William S. Kramer, Esq.
Abrams, Anton, Robbins, Resnick & Schneider, P.A.
One Boca Place, Suite 411-E
2255 Glades Road
Boca Raton, Florida 33431

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is c/o William S. Kramer, Esq., One Boca Place, Suite 411-E, 2255 Glades Road, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation at that office is William S. Kramer, Esq.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Luis L. Bernal
c/o William S. Kramer, Esq.
Abrams, Anton, Robbins, Resnick & Schneider, P.A.
One Boca Place, Suite 411-E
2255 Glades Road
Boca Raton, Florida 33431

Fernando A. A. Fantauzzi
c/o William S. Kramer, Esq.
Abrams, Anton, Robbins, Resnick & Schneider, P.A.
One Boca Place, Suite 411-E
2255 Glades Road
Boca Raton, Florida 33431

ARTICLE VIII

INCORPORATORS

The name and address of the persons signing these Articles are:

Luis L. Bernal
c/o William S. Kramer, Esq.
Abrams, Anton, Robbins, Resnick & Schneider, P.A.
One Boca Place, Suite 411-E
2255 Glades Road
Boca Raton, Florida 33431

Fernando A. A. Fantauzzi
c/o William S. Kramer, Esq.
Abrams, Anton, Robbins, Resnick & Schneider, P.A.
One Boca Place, Suite 411-E
2255 Glades Road
Boca Raton, Florida 33431

ARTICLE IX

POWERS

This corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE X

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XI

ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XII

INDEMNIFICATION

This corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may

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be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holder of such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII

BYLAWS

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XIV

PREEMPTIVE RIGHTS

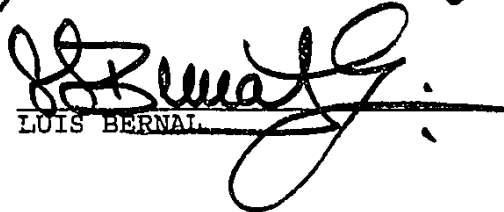
Each shareholder of the corporation shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the

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shareholder bears to the total number of shares of the same class then outstanding.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 25th day of March, 1997.


FERNANDO A. A. FANTAUZZI


LOUIS BERNAL

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST--THAT ANSETT TELECOM, INC.
(NAME OF CORPORATION)
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF BOCA
RATON, STATE OF FLORIDA, HAS NAMED WILLIAM S. KRAMER, ESQ., LOCATED
AT ONE BOCA PLACE, SUITE 411-E, BOCA RATON, FLORIDA 33433 CITY OF
BOCA RATON, STATE OF FLORIDA, AS ITS REGISTERED AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

FERNANDO A. A. FANTAUZZI

TITLE: President

DATE: 3/25/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 

WILLIAM S. KRAMER

DATE: 3/25/97