

P97000038226

8000 N.W. 31 St. Suite #3

Miami, Florida 33122

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Secretary of State]

[Corporate Division]

[The Capital]

[Tallahassee , Florida 32304]

Re: HERMES COMMUNICATION |

CORPORATION

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-04/28/97--01084--014
****122.50 ****122.50

Gentlemen:

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above named Corporation.

In addition, a check in the sum of \$122,50 is enclosed which represents the following fees:

Filing Fee	\$35,00
Certified Copy	\$52,50
Registered Agent Fee	\$35,00
T O T A L	\$122,50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned:

Your prompt attention to this matter would be greatly appreciated.

Very Truly Yours,


Valentina Lamont

PK 4/29/97

**Articles of Incorporation
of
Hermes Communications Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I: Name

The name of this corporation is: **HERMES COMMUNICATIONS CORPORATION**

Article II: Duration

This Corporation is to exist perpetually. It shall commence existence on the date of filing of these Articles of incorporation.

Article III: Purpose

This Corporation is organized for the purpose of transacting any or all business permitted under the Laws of the United States of America, and the Laws of the State of Florida.

Article IV: Capital Stock

The Corporation is authorized to issue one hundred shares of common stock at One Dollar (\$1.00) per value per share.

Shares may be issued for such consideration as is determined from time to time by the shareholders.

This power is reserved unto the shareholders by right and is hereby delegated unto the Board of Directors.

The Board may issue the shares of this Corporation for such consideration as is determined from time to time by it, unless and until the shareholders by affirmative action communicate to the board, in writing, their decision to determine the consideration for the issuance of the shares will not affect prior action by the Board.

The consideration for the issuance of the shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the

Corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. When payment of the consideration which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and non-assessable.

Article V: Preemptive Rights

The shareholders of record of this Corporation shall have preemptive rights, proportional to their ownership, to acquire unissued or treasury shares of the Corporation, or those shares for sale by any retiring shareholders, or securities of the Corporation convertibles into or carrying a right to subscribe to or acquire shares, or any future issue of shares or convertible securities, bonds or debentures agreed to by the Board of Directors or Shareholders Meeting of this Corporation. These rights shall be exercised by the said shareholders in a period of sixty days from the resolution taken by the Board of Directors or Shareholders Meeting, or from the notice to sell delivered by the selling shareholder to the Secretary of the Corporation.

Article VI: Initial Registered Office

The street address of the initial registered office of this corporation is: 8000 N.W. 31St., Suite #3, Miami, Florida 33122.

Article VII: Address

The initial street address of the principal office of this Corporation is as follows: 8000 N.W. 31 St., Suite #3, Miami, Florida 33122

The Board of Directors may, from time to time, designate any other address and place for the principal office of this corporation as it may see fit.

Article VII: Board of Directors

The Corporation shall have Two (2) Directors initially. The number of Directors may be increased or diminished from time to time as approved by the Board of Directors.

Article IX: Initial Shareholders

The name and street addresses of the initial Incorporators of this Corporation are as follows:

NAME:		ADDRESS:
Endre Enyedý	80 Shares	11003 Sw 88 St. Apt. # B-104 Miami, Florida 33176
P.C. COMPUS Inc.	20 Shares	8000 N.W. 31 St. Suite #3 Miami, Florida 33122

Article X: Indemnification

The corporation shall indemnify and hold harmless each person who shall serve time hereafter as a Director or Officer of the Corporation, and it is name and as the representative in any other Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a Director or Office of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such Director or Officer, and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable for negligence or willful misconduct, in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may lawfully be entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided.

Article XI: Removal of Directors

Any Director, or the entire Board of Directors may be removed with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders called expressly for that purpose.

Article XII: Initial Directors

The name and street address of the Initial Directors of this Corporation are as follows:

NAME:

ADDRESS:

Endre Enyedy

11003 Sw 88 St. Apt. # B-104

Miami, Florida 33176

Gustavo Hernandez

8000 N.W. 31 St. Suite #3

(for P.C. COMPUS Inc.)

Miami, Florida 33122

Article XIII: By-laws

The power to adopt, alter, amend, or repeal By-laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new By-laws may be adopted by the shareholders, and the shareholders may prescribe in any By-law made by them that such By-law shall not be altered, amended or repealed by the Board of Directors

Article XIV: Powers

This Corporation shall have all powers needed or convenient to effect its purposes enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the Board of Directors.

Article XV: Amendment

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this
Seventeenth (17) day of April, A.D. 1997



Endre Enyedy



Gustavo Hernandez

STATE OF FLORIDA)
COUNTY OF DADE)

Before me personally appeared ENDRE ENYEDY, to me well know and known to me to be the person (s) described in and who executed the foregoing instrument, and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL this SEVENTEENTH (17.) day of April, A.D.. 1997.



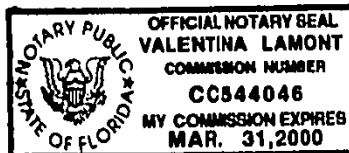
Valentina Lamont

Notary Public

State of Florida

My Commission Expires:

3/31/00 -



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING

AGENT UPON WHOM PROCESS MAY BE SERVICE

FILED

APR 28 PM 2: 53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with the Florida General Corporation Act, Section 607.034, the following is submitted:

That "HERMES COMMUNICATION CORPORATION."

desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business in the city of Miami, State of Florida, has named: ENDRE ENYEDY, of 8000 N.W. 31 St. Suite #3, Miami, Florida 33122, as its Registered Agent to accept service of process.

Signature: _____

Date: 04-17-97

A C K N O W L E D G E M E N T S :

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and further agree to the proper and complete performance of my duties.

ENDRE ENYEDY

Registered Agent

Dated: April 17, 1997

Valentina Lamont