

S

4 26 PM

P97000045963

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000008537 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: TELECOTE, INC.

AUDIT NUMBER.....H97000008537

DOC TYPE.....DOMESTICATION

CERT. OF STATUS..0

PAGES..... 8

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$172.50

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>:

Help F1 Option Menu F2

NUM

Connect: 00:10:33

97 MAY 23 AM 9:49  
DIVISION OF CORPORATIONS

5/23

H97000008537

CERTIFICATE OF DOMESTICATION

Domestication of  
ONIT INVESTMENTS N.V.  
(a Curacao, Netherlands Antilles limited liability company)

Into  
TECOLOTE, INC.  
(a Florida corporation)

SECTION 607.0202  
DIVISION 1  
97 MAY 23 AM 9:49

The undersigned corporations, in accordance with Sections 607.1801, 607.0120, and 607.0202 of the Florida Business Corporation Act, hereby adopt and certify the following Certificate of Domestication:

1. Onit Investments N.V., a Curacao, Netherlands Antilles limited liability company, was incorporated on February 19, 1979 in Curacao, Netherlands Antilles.

2. Immediately prior to the filing of this Certificate of Domestication the name of the Curacao, Netherlands Antilles corporation is Onit Investments N.V.

3. The name of the Florida corporation as set forth in the Articles of Incorporation filed in accordance with Sections 607.0120 and 607.0202 is Tecolote, Inc.

4. The jurisdiction that constituted the corporate seat of Onit Investments N.V. immediately prior to the filing of this Certificate of Domestication is Curacao, Netherlands Antilles.

The undersigned, CARLOS ROSADO, as Manager of Onit Investments N.V., and CARLOS ROSADO, as Vice President of Tecolote, Inc., further certifies that he is authorized to sign this Certificate of Domestication on behalf of the aforementioned corporations.

H97000008537

H9700008537

ONIT INVESTMENTS N.V., a  
Curacao, Netherlands Antilles  
limited liability company

By: Carlos Rosado Manager

TECOTE, INC., Florida corporation

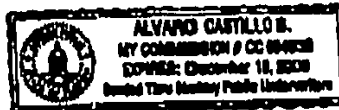
By: Carlos Rosado Vice President

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE     )

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, CARLOS ROSADO, personally appeared to me known to be the person described as the Manager of ONIT INVESTMENTS N.V., a Curacao, Netherlands Antilles limited liability company, in the foregoing Certificate of Domestication, and he acknowledged before me that he executed said Certificate of Domestication.

WITNESS my hand and seal in said State and County, this 15  
day of May, 1997.

Notary Public  
NOTARY PUBLIC



DATE COMMISSION EXPTRES

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE     )

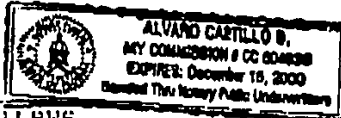
H9700008537

H97000008537

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, CARLOS ROSADO, personally appeared to me known to be the person described as the Vice President of TECOLOTE, INC., a Florida corporation, in the foregoing Certificate of Domestication, and he acknowledged before me that he executed said Certificate of Domestication.

WITNESS my hand and seal in said State and County, this 15 day of May, 1997.

  
NOTARY PUBLIC



DATE COMMISSION EXPIRES

H97000008537

H97000008537

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 23 AM 9:49

(8)

ARTICLES OF INCORPORATION  
OF  
TECOLOTE, INC.

ARTICLE I.  
CORPORATE NAME

The name of this Corporation shall be:  
TECOLOTE, 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 under the laws of the State of Florida.

ARTICLE III.  
CAPITAL STOCK

The Corporation is authorized to issue a maximum of One Thousand (1,000) Shares of Stock. The Shares of Stock shall be voting common stock having a par value of One Dollar (\$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:

Robert J. Downing  
1390 Brickell Avenue  
Suite 200  
Miami, Florida 33131

ARTICLE V.  
BOARD OF DIRECTORS

The number of Directors may be altered from time-to-time by the By-Laws adopted by the shareholders. However, the Corporation shall have no less than one (1) Director at any time.

ALVARO CASTILLO (305) 371-5540 FBN. 611761  
1390 Brickell Ave. #200 Miami, FL 33131

H97000008537

H97000008537

**ARTICLE VI.  
INITIAL DIRECTORS**

The name and post office address of the initial Director of the Corporation are:

Name	Address
RAUL ABRAHAM MAFUD	c/o 1390 Brickell Avenue Suite 200 Miami, Florida 33131
SERGIO ABRAHAM MAFUD	c/o 1390 Brickell Avenue Suite 200 Miami, Florida 33131

**ARTICLE VII  
INITIAL OFFICERS**

The initial officers shall be elected at the first Board of Directors meeting.

**ARTICLE VIII.  
INCORPORATOR**

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Name	Address
Robert J. Downing	1390 Brickell Avenue Suite 200 Miami, Florida 33131

**ARTICLE IX.  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal mailing address of the Corporation is as follows:

1390 Brickell Avenue  
Suite 200  
Miami, Florida 33131

H97000008537

H97000008537

ARTICLE X.  
COMMENCEMENT DATE

Corporate existence will commence on the date of the filing of these Articles of Incorporation.

The UNDERSIGNED Incorporator, 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.

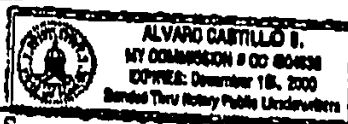
By: *Robert J. Downing*  
ROBERT J. DOWNING,  
Incorporator

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF DADE       )

BE IT REMEMBERED That on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, ROBERT J. DOWNING, personally appeared to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and seal in said State and County, this 15  
day of May, 1997.

*Alvaro Castillo*  
NOTARY PUBLIC




DATE COMMISSION EXPIRES

H97000008537

H97000008537

ACCEPTANCE BY REGISTERED AGENT

The Undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

  
\_\_\_\_\_  
ROBERT J. DOWNING  
ROBERT J. DOWNING, P.A.  
1390 Brickell Avenue  
Suite 200  
Miami, Florida 33131

U.S. DEPT. OF STATE  
SECRETARY OF STATE  
DIVISION OF REGISTRATIONS  
97 MAY 23 AM 9:49

H97000008537