

**FarCom Communications, Inc.**

701 Brickell Avenue, Suite 3120

Miami, FL 33131

(305) 539-0900

P97000062869

January 13, 1999

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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-01/14/99--01097--012

\*\*\*\*\*43.75 \*\*\*\*\*43.75

To Whom It May Concern:

Attached, please find an "Amended and Restated Articles of Incorporation" along with a check for \$43.75 (Filing Fee and Certificate Status). Please forward any correspondence to:

Attn: Javier Aguero  
FarCom Communications, Inc.  
701 Brickell Avenue, Suite 3120  
Miami, FL 33131

Your prompt attention is greatly appreciated. Should you have any further questions regarding this matter, please do not hesitate to contact me at (305) 539-0900.

*Amend + Restate  
1-21-99  
DAS*

Thank you,

*Javier Aguero*

Javier Aguero  
Controller

**FILED**  
99 JAN 14 PM 2:19  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
FARCOM COMMUNICATIONS, INC.

a Florida corporation

Pursuant to the foregoing and the provisions of applicable Florida Statutes, the undersigned adopts the following Restated Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of the Corporation is Farcom Communications, Inc. (the "Corporation"). The principal office address and mailing address of the Corporation is 701 Brickell Avenue, Suite 3120, Miami, FL. 33131.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The Corporation is authorized to issue 50,000,000 shares of common stock, par value \$.001 per share, and 5,000,000 shares of preferred stock, par value \$.01 per share.

The preferred stock may be issued from time to time in series, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such preferred stock, adopted by the Board of Directors pursuant to the authority granted in these Restated Articles.

ARTICLE IV. REGISTERED AGENT

The initial registered agent of this Corporation and the street address of the initial registered office is as follows:

Corporate Creations Enterprises, Inc.  
4521 PGA Boulevard, #211  
Palm Beach Gardens, FL. 33148

ARTICLE V. TERM OF EXISTENCE

The Corporation is to exist perpetually.

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI. OPT OUT OF Sections 607.0901 AND 607.0902

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

ARTICLE VII. INDEMNIFICATION

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director of the Corporation, or is or was serving at the request of the Corporation as a director of another corporation. The corporation shall also indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer of the Corporation at the same time as he is or was a director of the Corporation, or is or was serving at the request of the Corporation as an officer of another corporation at the same time as he is or was a director of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

The foregoing Amended and Restated Articles of Incorporation, which include amendments, were adopted by the Board of Directors and the holders of a majority of the outstanding common stock of the Corporation on the 31st day of July, 1997, which is a sufficient number of shareholders in every voting group entitled to vote on the amendments.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 11th day of January, 1998.

FARCOM COMMUNICATIONS, INC.

By: Michael D. Farkas  
Michael D. Farkas

Chairman

By: Ira Tritt  
Ira Tritt  
Secretary