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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: EMTEL CORPORATION

AUDIT NUMBER.....H97000019340

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

EMTEL CORPORATION

CORPORATE NAME AND PRINCIPAL PLACE OF BUSINESS

EMTEL CORPORATION
151 S.E. 15th Road, Suite 1101
Miami, Florida 33129

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ARTICLE II

CORPORATE EXISTENCE

The existence of the corporation shall be perpetual. Corporate existence shall begin upon the filing of the Articles of Incorporation by the Florida Department of State.

ARTICLE III

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 IV

CAPITAL STOCK

This Corporation is authorized to issue a maximum of five hundred (500) shares of stock. The shares authorized shall be 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.

George G. Sirota, P.A.
200 South Biscayne Blvd. Suite 4600
Miami, Florida 33131-2310
FL 293849 (305) 373-1995

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ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

**ONOR DOS SANTOS ARAUJO
151 S.E. 15th Road, Suite 1101
Miami, Florida 33129**

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time according to the by-laws, but shall never be less than one.

The name and address of the initial director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
ONOR DOS SANTOS ARAUJO	151 S.E. 15th Road, Suite 1101 Miami, Florida 33129

The members of this Board of Directors shall hold office until the first annual meeting of stockholders of the Corporation.

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ARTICLE VII

INCORPORATORS

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

INCORPORATOR

ADDRESS

ONOR DOS SANTOS ARAUJO

**151 S.E. 15th Road, Suite 1101
Miami, Florida 33129**

The undersigned, being the original subscriber to these Articles of Incorporation, for the purpose of forming a Corporation for profit and to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and, accordingly, has hereunto set his hands and seals this

14th day of March, 1997.



Onor dos Santos Araujo


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STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized in the State of Florida, County of **DADE**, to take acknowledgments, personally appeared , **ONOR DOS SANTOS ARAUJO**, the person described as Incorporator in the foregoing Articles of Incorporation

WITNESS my hand and seal at Miami, **DADE** County, Florida
this 14th day of NOVEMBER, 1997.


Notary Public
State of Florida

My Commission expires:



MARIA FATMA BIVOTA
My Commission CC060511
Expires Jun 10, 2000

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**CERTIFICATE DESIGNATING REGISTERED
AGENT FOR SERVICE OF PROCESS**

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates
ONOR DOS SANTOS ARAUJO, as its registered Agent to accept service of
process within this State.



Onor dos Santos Araujo

The undersigned hereby accepts the foregoing designation as Registerent Agent for
service of process within the State of Florida, and agrees to comply with the provisions of
the law applicable to said designation.



Onor dos Santos Araujo

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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