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ACCOUNT NO. : 072100000032

REFERENCE : 631149 81517A

AUTHORIZATION :

COST LIMIT \$ 122.50

Patricia Pigut

ORDER DATE : December 11, 1997

ORDER TIME : 9:54 AM

ORDER NO. : 631149-005

CUSTOMER NO: 81517A

CUSTOMER: Angel M. Garcia-oliver, Esq
FERRELL & FERTEL, P.A.

500002369255--6

Miami Center, Suite 1920
201 S. Biscayne Boulevard
Miami, FL 33131

RECEIVED
97 DEC 11 AM 11:31
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: ALCOTELL, INC.

EFFECTIVE DATE:

XXXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
97 DEC 11 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
12/11/97

ARTICLES OF INCORPORATION

OF

ALCOTELL, INC.

FILED
97 DEC 11 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: ALCOTELL, INC.

The principal place of business of this corporation shall be 201 South Biscayne Boulevard, Suite 1920, Miami, Florida 33131.

ARTICLE II. NATURE OF BUSINESS

The purpose of this corporation is to engage in or transact any lawful activity 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 201 South Biscayne Boulevard, Miami, Florida 33131, and the name of the initial registered agent of the corporation at that address is Angel M. Garcia-Oliver.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

MILTON M. FERRELL, JR.
201 South Biscayne Boulevard, Suite 1920
Miami, FL 33131

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

ANGEL M. GARCIA-OLIVER
201 South Biscayne Boulevard, Suite 1920
Miami, FL 33131

ARTICLE VIII. SMALL BUSINESS ELECTION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of December, 1997.



ANGEL M. GARCIA-OLIVER Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ANGEL M. GARCIA-OLIVER, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation. *Personally known to me.*

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 10th day of December, 1997.

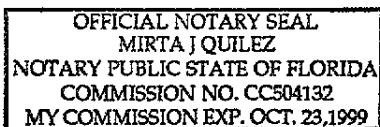


Notary Public State of Florida

My Commission Expires:



Printed Notary Signature



CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

FILED

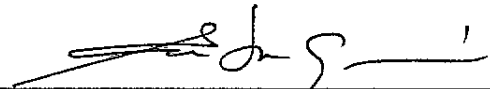
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office /Registered Agent in the State of Florida.

1. The name of the Corporation is: ALCOTELL, INC.
2. The name of the Registered Agent and address of the Registered Office is:

Angel M. Garcia-Oliver, Esq.
201 South Biscayne Boulevard, Suite 1920
Miami, FL 33131



ANGEL M. GARCIA-OLIVER
Title: Incorporator
Date: 12/10/97

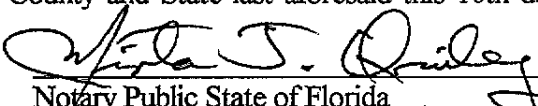
Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.



ANGEL M. GARCIA-OLIVER
Registered Agent

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Angel M. Garcia-Oliver, to me known to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same and that he is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 10th day of December, 1997.



Notary Public State of Florida
Mirta J. Quilez
Printed Notary Signature

My Commission Expires:

