

PA70000105450



ACCOUNT NO. : 072100000032

REFERENCE : 636072 7020A

AUTHORIZATION

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : December 15, 1997

ORDER TIME : 4:28 PM

ORDER NO. : 636072-005

CUSTOMER NO: 7020A

CUSTOMER: Alfonso J. Perez, Esq
HALEY SINAGRA & PEREZ, PA

Suite 800
100 South Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: INTERNATIONAL TELECOM
HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

g 12/16/97

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DIVISION OF CORPORATIONS
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97 DEC 16 AM 9:32 97 DEC 16 AM 8:47
DIVISION OF CORPORATIONS

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RECORDED
CLERK OF STATE
CORPORATIONS
97 DEC 16 AM 9:32

ARTICLES OF INCORPORATION

OF

INTERNATIONAL TELECOM HOLDINGS, INC.

ARTICLE I - NAME

The name of this corporation is INTERNATIONAL TELECOM HOLDINGS, INC.

ARTICLE II - ADDRESS

The principal office or mailing address of this corporation shall be located at 1865 Brickell Avenue, Townhouse No. 12, Miami, Florida 33129.

ARTICLE III - DURATION

This corporation shall exist in perpetuity.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 100 S. Biscayne Blvd., Suite 800, Miami, Florida 33131 and the name of the registered agent of this corporation is Alfonso J. Perez.

ARTICLE VI - CAPITAL STOCK

This corporation is authorized to issue 10,000,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and address of the Board of Directors of the corporation are

Director: Freddy Sidi, Sr.
 1865 Brickell Avenue
 Townhouse No. 12
 Miami, Florida 33129

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Freddy Sidi, Sr.
1865 Brickell Avenue
Townhouse No. 12
Miami, Florida 33129

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or directors, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

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

STATE OF FLORIDA SS
COUNTY OF DADE

WITNESS my hand and official seal this 8th day of December,
1997.

My commission expires:

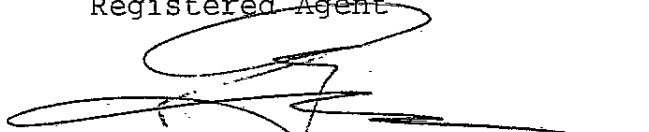


DESIGNATION OF REGISTERED AGENT

Pursuant to Chapter 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of the corporation.

That INTERNATIONAL TELECOM HOLDINGS, INC., desiring to organize under the Laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named ALFONSO J. PEREZ, as its Registered Agent to accept service of process within this State.

Acceptance of appointment as
Registered Agent



ALFONSO J. PEREZ,
100 S. Biscayne Blvd., Suite 800
Miami, Florida 33131

This instrument prepared by:

Alfonso J. Perez, Esq.
100 S. Biscayne Boulevard
Suite 800
Miami, Florida 33131
FBN: 220426

FILED
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