

1/23/8

12:44 PM

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H98000001549 8))

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: CONATEL COMMUNICATIONS, INC.

AUDIT NUMBER.....H98000001549

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

CERT. OF STATUS..0

PAGES.....5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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: 00:05:12

FILED  
98 JAN 23 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

B. McKnight JAN 23 1998

H98000001549

(5)

**ARTICLES OF INCORPORATION  
OF  
CONATEL COMMUNICATIONS, INC.**

**FILED**  
98 JAN 23 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I.  
CORPORATE NAME**

The name of this Corporation shall be:  
**CONATEL COMMUNICATIONS, 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:

Alvaro Castillo B., P.A.  
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

This Instrument Prepared By: Alvaro Castillo B., Esq.  
1390 Brickell Avenue, Suite 200  
Miami, Florida 33131  
(305) 371-5540  
Florida Bar No. 611761

H98000001549

H98000001549

the By-Laws adopted by the shareholders. However, the Corporation shall have no less than one (1) Director at any time.

**ARTICLE VI.  
INITIAL DIRECTORS**

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

<b>Name</b>	<b>Address</b>
Humberto Yudex	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:

<b>Name</b>	<b>Address</b>
Alvaro Castillo	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

H98000001549

H98000001549

**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: 

ALVARO CASTILLO

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, ALVARO CASTILLO 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 23rd day of January, 1998.

  
NOTARY PUBLIC

COMMISSION EXPIRES:


LOURDES B. GINN  
Notary Public, State of Florida  
My comm. expires June 28, 1998  
Comm. No. CC 371899  
FLA. Notary Service & Bonding Co.

H98000001549

H98000001549

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. The undersigned is familiar with and accepts the duties and responsibilities as Registered Agent.

---

ALVARO CASTILLO  
1390 Brickell Avenue  
Suite 200  
Miami, Florida 33131

FILED  
98 JAN 23 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

H98000001549