

P980000 22273

HICKS  
BRAMS  
&  
SCHER  
ATTORNEYS AT LAW

March 3, 1998

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

*Daniel J. Brams*

*James H. Hicks\**

*William H. Pincus*

*Brian T. Scher*

**Re: Venezuela Gateway Telecom, Inc.**

400002450724--2

-03/09/98--01083--014

\*\*\*\*122.50 \*\*\*\*122.50

PARALEGAL

*Robin B. Modlin*

Dear Sir:

Enclosed please find our firm check in the amount of \$122.50 which represents your fee for the filing of the enclosed original and one copy of the Articles of Incorporation regarding the above-referenced matter.

Should you have any questions or comments regarding this matter, please do not hesitate to contact me.

Very truly yours,

  
Daniel J. Brams

DJB/jlp

cc: Carlos Castilla

Enclosures

FILED  
98 MAR -9 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9N 3-10-98

**ARTICLES OF INCORPORATION**  
**OF**  
**VENEZUELA GATEWAY TELECOM, INC.**

FILED  
98 MAR -9 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is **Venezuela Gateway Telecom, Inc.**

**ARTICLE II**  
**INITIAL PRINCIPAL PLACE OF BUSINESS**

The corporation's initial principal place of business shall be 15553 68th Court North, Loxahatchee, Florida 33470.

**ARTICLE III**  
**NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 200 shares of common stock having par value of \$1.00.

**ARTICLE V**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

**ARTICLE VI**  
**REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Daniel J. Brams, Esquire  
1645 Palm Beach Lakes Boulevard  
Suite 1050  
West Palm Beach, Florida 33401

**ARTICLE VII**  
**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 By-Laws adopted by the stockholders, but shall never be less than one.

**ARTICLE VIII**  
**INITIAL DIRECTOR**

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

Antonio Birto  
6175 N.W. 167th Street  
Suite G-34  
Miami, FL 33015

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and have qualified, whichever comes first.

**ARTICLE IX**  
**OFFICERS**

The officers of the Corporation shall consist of:

President: Carlos Castilla  
Vice-President: Antonio Birto  
Secretary: Carlos Castilla  
Treasurer: Antonio Birto

**ARTICLE X**  
**INCORPORATOR**


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

Daniel J. Brams, Esquire  
HICKS, BRAMS & SCHER  
1645 Palm Beach Lakes Boulevard  
Suite 1050  
West Palm Beach, Florida 33401

**ARTICLE XI**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

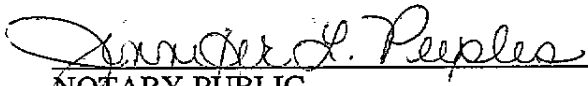
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5<sup>th</sup> day of March, 1998.

  
\_\_\_\_\_  
Daniel J. Brams

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME personally appeared Daniel J. Brams, to me well known and known to me to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed same for the purposes therein expressed and who produced \_\_\_\_\_ as identification or who is personally known to me.

WITNESS my hand and official seal this 5<sup>th</sup> day of March, 1998.

  
\_\_\_\_\_  
NOTARY PUBLIC  
Print Name: JENNIFER L. PEEPLES  
State of Florida at Large  
My Commission Expires: \_\_\_\_\_



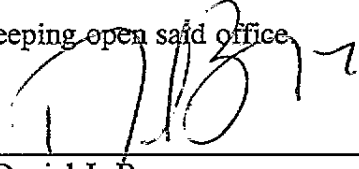
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

**Carlos Castilla** is desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named Daniel J. Brams, Esquire, at 1645 Palm Beach Lakes Boulevard, Suite 1050, West Palm Beach, Florida 33401, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Daniel J. Brams  
Registered Agent

**FILED**  
98 MAR -9 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA