

P98000051008



PLEASE PROCESS
ASAP URGENT

Harry E. Geissinger, III

ATTORNEY AT LAW
Suite 195 Parkside Corporate Plaza II
15150 N.W. 79th Court
Miami Lakes, Florida 33016
Tel: (305) 822-3574
Fax: (305) 362-0432

98 JUN -5 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

May 17, 1998

Florida Department of State
Corporation Division
409 East Gaines Street
Tallahassee, Florida 32399

000002548990-1
-06/05/98-01075-001
****122.50 ****122.50

Re: Articles of Incorporation
for Wagner Telecommunications Corporation

Gentlemen:

Enclosed herewith you will find an original and one copy of articles of incorporation for Wagner Telecommunications Corporation which we would like to file with the corporation divisions of the Florida Department of State.

In addition thereto you will find a check in the sum of \$122.50 payable to the Florida Department of State for the requisite filing fee.

After the enclosed articles of incorporation have been processed it would be greatly appreciated if you would be good enough to have the returned to my office at the above address by express mail--we are enclosing a self addressed stamped envelope.

If there is any way possible to give this matter your immediate attention so that the enclosed articles of incorporation are processed right away it would be greatly appreciated.

In the interim should you have any questions regarding any of the above please do not hesitate to call my office collect.

Thank you very much for your cooperation and assistance which are greatly appreciated and with kindest regards, I remain

Sincerely yours,

HARRY E. GEISSINGER, III

HEG/ms
Enclosures

PLEASE RETURN PROCESSED ARTICLES OF
INCORPORATION TO MY MAILING ADDRESS BOX 272
MAIL BOXES ETC RT 3004 N.W. 114TH STREET
MIAMI, FLA 33016 AS PER ENCLOSED ENVELOPE. THANKS

ARTICLES OF INCORPORATION

OF

WAGNER TELECOMMUNICATIONS CORPORATION

The undersigned subscriber to these Articles of Incorporation hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME.

The names of the corporation is: WAGNER TELECOMMUNICATIONS CORPORATION.

ARTICLE II. PURPOSE

The purpose of the corporation is to engage in each and every aspect of corporate business.

ARTICLE III. CORPORATE EXISTENCE

This corporation shall exist perpetually.

ARTICLE IV. INITIAL CAPITAL

This corporation shall commence with not less than \$500.00.

ARTICLE V. REGISTERED AND PRINCIPAL OFFICE

The registered and principal office of this corporation is No. 4 at Suite 214 at 5209 N.W. 74th Avenue, Miami, Florida 33166. The registered office may be changed from time to time in the manner as provided in the bylaws of this corporation.

98 JUN -8 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE VI. STOCK

This corporation shall have authorized five hundred (500) shares of common stock with a par value of one dollar (\$1.00) per share.

ARTICLE VII. DIRECTOR

This corporation shall have one director.

This corporation shall not have less than one director. The number of directors may be changed from time to time by a majority vote of the stockholders but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTOR

The name and address of the initial director of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
RODRIGO QUEVEDO	Suite 214 5209 N.W. 74th Avenue Miami, Florida 33166

ARTICLE IX. SUBSCRIBER

The name, address and number of shares of the subscriber of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
RODRIGO QUEVEDO	Suite 214 5209 S.W. 74th Avenue Miami, Florida 33166	500

ARTICLE X. AMENDMENTS

The Articles of incorporation may be amended by a majority vote of the stockholders and directors in the manner as provided in the by laws of the corporation.

ARTICLE XI. REGISTERED AGENT

The name and address of the registered agent of this corporation is RODRIGO QUEVEDO, whose address is Suite 214 at 5209 N.W. 74th Avenue, Miami, Florida 33166.



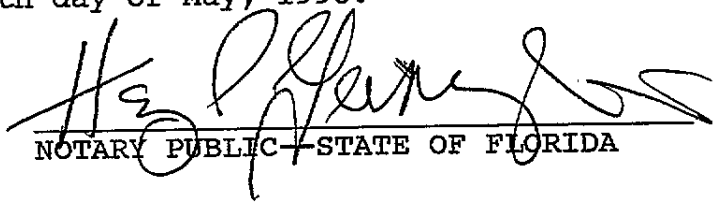
RODRIGO QUEVEDO
Subscriber and Registered Agent

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned subscriber to these Articles of Incorporation personally appeared, RODRIGO QUEVEDO, to me personally known to me and who after first by me being duly sworn says that he is subscriber and registered agent in the above Articles of Incorporation and that he has executed the foregoing Articles of Incorporation for the purposes therein expressed.

SWORN AND SUBSCRIBED before me at Hollywood, Dade County, Florida this 17th day of May, 1998.



NOTARY PUBLIC - STATE OF FLORIDA

My commission expires:



HARRY E GEISSINGER III
My Commission CC491708
Expires Dec. 25, 1999

CONSENT AND ACCEPTANCE AS REGISTERED AGENT OF
OF WAGNER TELECOMMUNICATIONS CORPORATION

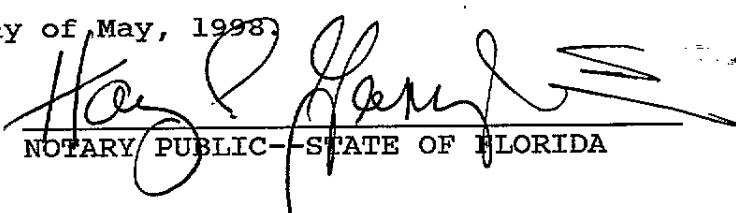
I, RODRIGO QUEVEDO, whose address
Suite 214 at 5209 N.W. 74th Avenue, Miami, Florida 33166
do hereby consent to serve as registered agent for WAGNER
TELECOMMUNICATIONS CORPORATION.

I HEREBY ACCEPT the position as registered
agent for WAGNER TELECOMMUNICATIONS CORPORATION.



RODRIGO QUEVEDO

SWORN AND SUBSCRIBED before me at Miami, Dade
County, Florida, this 17th day of May, 1998.



NOTARY PUBLIC--STATE OF FLORIDA

My commission expires:



HARRY E GEISSINGER III
My Commission CC491708
Expires Dec. 25, 1999

APPROVED
AND
FILED
98 JUN -5 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA