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HORNSBY, SACHER, ZELMAN, STANTON, PAUL & BEILEY

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

1401 BRICKELL AVENUE

SUITE 700

MIAMI, FLORIDA 33131

TELEPHONE (305) 371-8797

TELECOPIER (305) 374-2605

May 20, 1998

Secretary of State  
State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: Lopez Negrete Communications Florida, Inc.

Dear Sir/Madam:

Enclosed please find our check for \$122.50, this amount represents the filing fee to file the Articles of Incorporation of the above-described corporation.

Also enclosed is a copy of this letter and a copy of the Articles of Incorporation which should be date stamped and forwarded to us in the enclosed self-addressed stamped envelope.

Sincerely,



Olga Giberga-Lee  
Corporate Legal Assistant

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

Enclosures

Dmc  
5/26/98

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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TELEPHONE (305) 371-8797  
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June 4, 1998

**VIA AIRBORNE EXPRESS**

Secretary of State  
State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

**Re: Lopez Negrete Communications Florida, Inc.**

Dear Sir/Madam:

Enclosed please find the revised Articles of Incorporation as per your May 26, 1998 letter, which is attached. Please file the Articles of Incorporation of the above-described corporation.

Also enclosed is a copy of this letter and a copy of the Articles of Incorporation which should be date stamped and forwarded to us in the enclosed Airborne Express package.

Sincerely,



Olga Giberga-Lee  
Corporate Legal Assistant

Enclosures



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 26, 1998

OLGA GIBERGA-LEE, CORP LEGAL ASSISTANT  
HORNSBY, SACHER, ZELMAN, ET AL  
1401 BRICKELL AVE SUITE 700  
MIAMI, FL 33131

SUBJECT: LOPEZ NEGRETE COMMUNICATIONS FLORIDA, INC.  
Ref. Number: W98000011907

We have received your document for LOPEZ NEGRETE COMMUNICATIONS FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

When a corporation is designated as registered agent an officer must sign in behalf of the corporation and state beneath the signature his or her title.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 198A00029291

**FILED**

98 JUN 10 AM 8:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

LOPEZ NEGRETE COMMUNICATONS FLORIDA, INC.

The undersigned, being a natural person of the age of 18 years or more, acting as an incorporator of a corporation (hereinafter referred to as the "Corporation") under the provisions of the Florida Business Corporation Act, adopts the following Articles of Incorporation for a business corporation.

Article 1: The name of the Corporation is:  
**LOPEZ NEGRETE COMMUNICATIONS FLORIDA, INC.**

Article 2: The period of duration of the Corporation is perpetual.

Article 3: The lawful purpose for which the Corporation is organized shall include the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

Article 4: The number of shares which the Corporation is authorized to issue is 1,000,000 shares all of which of the par value of \$.01 each and classified as Common shares.

Article 5: The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of at least one thousand dollars (\$1,000), consisting of money, labor done, or property actually received.

Article 6: The street address of the principal office of the Corporation and its mailing address is 896 S. Dixie Highway, Coral Gables, FL 33146; the name of the registered agent of the Corporation is Legal Assets, Inc. at 1401 Brickell Ave., Suite 700, Miami, FL 33131.

Article 7: The number of directors constituting the initial Board of Directors is two (2), and the name and the address of each of the individuals who are to serve as a director until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Alex Lopez Negrete	3700 Buffalo Speedway Suite 300 Houston TX 77098
Cathy Negrete	3700 Buffalo Speedway Suite 300 Houston TX 77098

Article 8: Shareholders of the Corporation shall have no preemptive right to acquire additional, unissued, or treasury shares of the Corporation.

Article 9: Cumulative voting of shares of stock is not authorized in the election of directors.

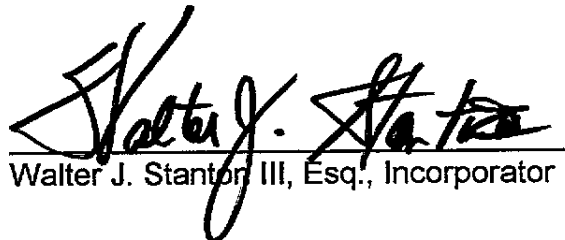
Article 10: The personal liability of all of the directors of the Corporation is hereby eliminated to the fullest extent allowed as provided by Section 607.0831 of the Florida Business Corporation Act, as the same may be supplemented and amended.

Article 11: The Corporation agrees to indemnify the directors to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act for any monetary liability incurred, any suit or proceeding arising out of service as a director of the Corporation while acting in good faith to further what were reasonably believed to be the best interests of the Corporation. However, indemnification will not be available when directors are found liable for intentional misconduct or illegal acts.

Article 12: Any action required or permitted by the Florida Business Corporation Act to be taken at any annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholders meeting if the action had been taken at a meeting and who have not consented in writing.

Article 13: The name and address of the incorporator is Walter J. Stanton III, Esq., 1401 Brickell Ave. Suite 700, Miami, FL 33131.

Dated this 1st day of June, 1998.

  
Walter J. Stanton III, Esq., Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Lopez Negrete Communications Florida, Inc. at the place designated in the Articles of Incorporation, Legal Assets, Inc. is familiar with and accepts the duties and responsibilities as Registered Agent in compliance with the provisions of Section 607.0501 (3), Fla. Stat. (1992), relative to keeping open such office until such time as it shall notify the Corporation of its resignation.

Dated this 1st day of June, 1998.

Legal Assets, Inc.

By:

  
Walter J. Stanton, III  
Secretary and Treasurer

FILED  
98 JUN 10 AM 8:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA