

7/09/98

P98000061166

FLORIDA DIVISION OF CORPORATIONS
EMPIRE ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

3:16 PM

((H98000012768 1)))

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: PROTEL TELEMARKETING, INC.

AUDIT NUMBER.....H98000012768

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

CERT. OF STATUS..0

PAGES..... 4

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 CAPS Connect: 00:03:47

FILED

98 JUL 10 PM 12:07

SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 10, 1998

EMPIRE

SUBJECT: PROTEL TELEMARKETING, INC.
REF: W98000015663

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article 7 states there will be 2 director(s), whereas NONE is/are listed.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H98000012768
Letter Number: 698A00036848

FILED
98 JUL 10 PM 12:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

H98000012768

ARTICLES OF INCORPORATION
OF
PROTEL TELEMARKETING, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS

The name of the corporation is PROTEL TELEMARKETING, INC. and mailing address of this corporation shall be: 3307 Northwest 74th Avenue, Miami, Florida 33122.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Secretary of State.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue One Thousand (1000) shares of common stock at One Dollar (\$1.00) par value per share.

Prepared by:
Vila, Padron & Carrillo
Carlos E. Padron, Esq. (FL Bar #866997)
338 Minorca Avenue
Coral Gables, FL 33134
(305) 461-4888

H98000012768

498000012768

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 338 Minorca Avenue, Coral Gables, Florida 33134, and the name of the initial registered agent of this corporation at that address is Carlos E. Padron.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator subscribing to these Articles of Incorporation is: Carlos E. Padron, 338 Minorca Avenue, Coral Gables, Florida 33134.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time as provided for in the by-laws, but shall never be less than one. The initial directors shall be Victor G. Farinas and Margarita Farinas whose address is the same as the mailing address of the corporation.

ARTICLE VIII

BY-LAWS

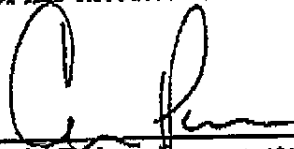
The power to alter, adopt, amend or repeal the by-laws shall be vested in the Board of Directors and the Shareholders of this Corporation.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th of July, 1998.



Carlos E. Padron, Incorporator

498000012768

H98000012768

**CERTIFICATE OF REGISTERED AGENT
OF
PROTEL TELEMARKETING, INC.**

Pursuant to Section 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance therewith:

That PROTEL TELEMARKETING, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 3307 Northwest 74th Avenue, Miami, Florida 33122, has named Carlos E. Padron located at: 338 Minorca Avenue, Coral Gables, Florida 33134, agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties .

Dated this 9th day of July, 1998.

By: 
Carlos E. Padron

FILED
98 JUL 10 PM 12:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

H98000012768