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AGUSTIN de GOYTISOLO
SENIOR COUNSEL

July 14, 1998

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

500002592195--3
-07/17/98--01082--016
****122.50 ****122.50

Re: **HLC RENT-A-PHONE, INC.**, filing of articles of incorporation of Florida corporation for profit.

Dear Sir/Madam:

Enclosed for filing please find duplicate originals of the Articles of Incorporation of the above named corporation together with their respective certificates designating the registered agent and registered office of said corporation in Florida. Please return, a certified copy of the enclosed Articles of Incorporation to the undersigned at your earliest opportunity.

Also enclosed is a check payable to the Department of State in the amount of \$122.50 to cover the following fees:

Filing Fee	\$35.00
Certified copy	52.50
Registered agent designation	35.00
Total	<u>\$ 122.50</u>

Do not hesitate to call me, if in doubt.

Sincerely yours,


Agustin de Goytisolo, P.A.

98 JUL 17 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Enc. (3)

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cc. Mr. Massimo Congiunti
Somara GAVE
AUTHORIZATION BY PHONE TO
CORRECT Somara Article II - Change initial director to (one)

DATE 7/21

TO: ECOM BB

B. BROCK JUL 21 1998

APPROVED
AND
FILED

59 JUL 17 AM 9:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HLC RENT-A-PHONE, INC.**

EFFECTIVE DATE
7-15-98

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Act (the "Act"):

ARTICLE I - NAME

The name of the corporation is **HLC RENT-A-PHONE, INC.**

ARTICLE II - PRINCIPAL OFFICE

The initial principal place of business or mailing address of the Corporation shall be located at 1000 Brickell Avenue, Ste. 660, Miami FL 33131-3014.

ARTICLE III - TERM OF EXISTENCE

The Corporation shall commence its corporate existence on July 15, 1998, and shall have perpetual existence thereafter, unless sooner dissolved.

ARTICLE IV - AUTHORIZED SHARES

The Corporation is authorized to issue five hundred thousand (500,000) shares of common stock having a par value of One United States Dollars (\$1.00), each entitled to one (1) vote per share.

ARTICLE V - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the

business and affairs of the Corporation shall be managed under the direction of its board of directors. Once a quorum at a directors' meeting has been established, the affirmative vote of a majority of the directors present is the act of the directors. The board of directors of the Corporation may grant powers of attorneys in favor of persons (the "Attorneys"), who need not be directors or officers thereof, authorizing such Attorneys to exercise any and all of its powers that the board of directors may deem necessary or desirable; which powers of attorney shall remain in effect until they are revoked and notice of the revocation is served to those dealing with the Attorneys.

Any and all the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders, adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The Corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation. The initial director, who shall hold office until his successor has been elected and qualified is:

Name of Director(s):

Director(s)' Address(es):

MASSIMO CONGIUNTI

1717 North Bayshore Drive, Miami FL
33132.

ARTICLE VI - INDEMNIFICATION

The Corporation shall have the power to indemnify and insure, at the discretion of its board of directors, or its shareholders, or an independent legal counsel, to the fullest extent permitted and in the manner provided by the Act, its directors officers

BY

or other persons exercising their powers and duties (the "persons"), including when such persons are, or were, serving in any such capacity, at the request of the Corporation, in another Corporation or enterprise, whenever such persons are made a party, or are threatened to be made a party, to any threatened, pending or complete action, suit, or proceeding, whether civil, criminal, administrative, or investigative, at any state of such legal proceedings, for all expenses and amounts paid in settlement, except as may be limited by the Act.

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE VIII - INCORPORATOR

The subscriber to these Articles is Massimo Congiunti, 1717 North Bayshore Drive, Miami FL 33132.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1000 Brickell Avenue, Ste. 660, Miami FL 33131-3014 and the name of the initial registered agent of the Corporation is Agustín de Goytisolo, Esq., that by these presents accepts his designation as the registered agent of the Corporation.

DM.

IN WITNESS WHEREOF, the undersigned, hereby executes and files these
Articles of Incorporation in the City of Miami, State of Florida, on July 14, 1998.

Massimo Congiunti (SEAL)
MASSIMO CONGIUNTI
Incorporator

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Section 607.0505, Florida Statutes, the undersigned officer of the Florida corporation hereinafter expressed, duly authorized therefor, submits the following statement in designating its registered agent and the registered office in the State of Florida:

FIRST: The name of the corporation is **HLC RENT-A-PHONE, INC.**

SECOND: The address of the Corporation is 1000 Brickell Avenue, Ste. 660, Miami FL 33131-3014

Corporate Officer Signature:
Title of Officer:


MASSIMO CONGIUNTI, President

Date of Execution: July 14, 1998

ACCEPTANCE:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED, WHICH IS NOT AN ATTORNEY, ACCOUNTANT OR FAMILY RELATION WITH THE CORPORATION, HEREBY AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES AS SUCH, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.


AGUSTIN DE GOYTISOLO, ESQ.

Date of Execution: July 14, 1998.

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(rev. July 7, 1998)

99 JUL 17 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED