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7/28/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: LATIN INTERNATIONAL PHONE, CO.
AUDIT NUMBER.....H98000013942
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY JUL 29 1998

ARTICLES OF INCORPORATION
OF
LATIN INTERNATIONAL PHONE, CO.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be:

LATIN INTERNATIONAL PHONE, CO.

The principal place of business of this corporation shall be

221 SW 22 Ave., #219A, Miami, Fl. 33135

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time
1000 shares at \$1.00 par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

JORGE D. ARENAS (PRES) 15601 SW 137 Ave. #289
Miami, Fl. 33172

EDUARDO O. BUSTAMANTE (VICE PRES) 9620 SW 152 Ave. #42
Miami, Fl. 33196

RAUL R. GONZALEZ (SEC-TREAS) 2350 Pembroke Park Rd. #211
Miramar, Fl. 33009

PREPARED BY: MICHAEL I. SANTUCCI, ESQ.
5201 NW 74 Ave.
Miami, Fl. 33166
(800) 714-6191
FL. BAR# 0105260

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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to this articles of incorporation is(are):

JORGE D. ARENAS
15601 SW 137 Ave., # 289
Miami, Florida 33172

IN WITNESS WHEREOF, the undersigned Incorporator(s) has(have) executed these Articles of Incorporation this 28th day of JULY, 1998

Signature(s) of Incorporator(s)



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

LATIN INTERNATIONAL PHONE, CO.

2. The name and address of the registered agent and office is:

JORGE D. ARENAS 15601 SW 137 Ave., # 289

(P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33172

(CITY/STATE/ZIP)

SIGNATURE *[Signature]*

TITLE DIRECTOR

DATE 7-28-98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE *[Signature]*

DATE 7/28/98