

P98000068424

July 21, 1998

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-07/31/98--01115--005
***122.50 ***122.50

RE: JOYTEL CORPORATION

Gentlemen:

Enclosed please find the Articles of Incorporation of JOYTEL CORPORATION, and the Certificate of Designation of Registered Agent/Registered Office. In addition we have enclosed our check no. 642, dated July 21, 1998 in the amount of One Hundred Twenty-Two and 50/100 Dollars (\$122.50) made payable to the Department of State covering the filing fee and costs of certified copy and certificate. Please return the certified copy and certificate to the undersigned's office.

If you have any questions, please do not hesitate to contact us.

Very truly yours,

Jorge A. Orozco
Barbara M. Hurtado

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

JO/bh
Enclosures

Jorge Orozco
6241 S.W. 138 Court Unit C
Miami, Florida 33183

Dmp
8/5/98

ARTICLES OF INCORPORATION

OF

JOYTEL CORPORATION

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLE I
CORPORATE NAME**

The name of this corporation shall be:

JOYTEL CORPORATION

**ARTICLE II
DURATION**

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE III
PURPOSE**

This corporation, through its officers and employees shall be authorized to engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue a maximum of Ten Thousand (10,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

This corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

JORGE A. OROZCO
6241 SW 138 Court #C
Miami, Florida 33183

ARTICLE VI
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-Laws adopted by the Stockholders. However, the corporation shall have two (2) initial Directors.

ARTICLE VII
INITIAL DIRECTORS

The names and post office addresses of the Initial Directors of the Corporation are:

JORGE A. OROZCO
6241 SW 138 Court # C
Miami, Florida 33183

BARBARA M. HURTADO
222 PHOENETIA APT 5
Coral Gables, Florida 33134

The first Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII
INCORPORATORS

The name and post office address of the Incorporators executing these Articles of Incorporation are as follows:

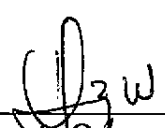
JORGE A. OROZCO
6241 SW 138 Court # C
Miami, Florida 33183

BARBARA M. HURTADO
222 PHOENETIA APT 5
Coral Gables, Florida 33134

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any officer or Director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporators has executed these Articles of Incorporation this 29th day of July, 1998.



Jorge A. Orozco
Incorporator



Barbara Hurtado
Incorporator

 7-29-98



Guy Duquella
My Commission CC731520
Expires April 6, 2002

**CERTIFICATE DESIGNATING REGISTERED AGENT AND ACCEPTANCE
OF REGISTERED AGENT OF DESIGNATION**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

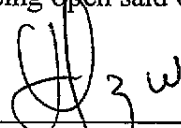
FIRST: That **JOYTEL CORPORATION** is qualified to do business under the laws of the State of Florida with its principal office at 6241 SW 138 Court, #C, Miami, Florida 33183 and has appointed:

JORGE A. OROZCO
6241 SW 138 Court # C
Miami, Florida 33183

as its agent to accept service of process within this State.


ACKNOWLEDGEMENT:

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 agree to comply with the provisions of said Act relative to keeping open said office.



Jorge A. Orozco
Registered Agent




Guy Duquella
My Commission CC731828
Expires April 8, 2002

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA