

P98000070877



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 926275-4303929

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : August 13, 1998

ORDER TIME : 11:24 AM

ORDER NO. : 926275-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Stephanie Johnson
GREENBERG TRAUIG

1221 Brickell Avenue
20th Floor
Miami, FL 33131

800002615250-9

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
98 AUG 13 PM 3:01

DOMESTIC FILING

NAME: TELEFONICA USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
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DIVISION OF CORPORATION

8/13/98

ARTICLES OF INCORPORATION

OF

TELEFONICA USA, INC.

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ARTICLE I

The name of the corporation is TELEFONICA USA, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o Patricia Menendez Cambo, Esq., Greenberg Traurig, P.A., 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE III

The authorized capital stock of the Corporation, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the shares of stock of the Corporation entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is four (4), and the name and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>
1. Juan Rovira	c/o Patricia Menendez Cambo Greenberg Traurig 1221 Brickell Avenue Miami, FL 33131
2. Rafael Hernandez	c/o Patricia Menendez Cambo Greenberg Traurig 1221 Brickell Avenue Miami, FL 33131
3. Abel Linares	c/o Patricia Menendez Cambo Greenberg Traurig 1221 Brickell Avenue Miami, FL 33131
4. Enrique Carrascal	c/o Patricia Menendez Cambo Greenberg Traurig 1221 Brickell Avenue Miami, FL 33131

ARTICLE VII

The name of the Incorporator is Patricia Menendez Cambo, Esq., and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 12th day of August, 1998.


Patricia Menendez Cambo, Esq.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of TELEFONICA USA, INC., accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company

Laura R. Dunlap
Agent for Registered Agent

Dated: August 13, 1998

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