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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: GLOBAL TELECOM WHOLESALERS, INC.

AUDIT NUMBER.....H98000017335

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

CERT. OF STATUS..0

PAGES.....4

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEB SEP 17 1998

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ARTICLES OF INCORPORATION
OF
GLOBAL TELECOM WHOLESALERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles are in compliance with Chapter 607, F.S.

Article I

The name of this corporation shall be:
GLOBAL TELECOM WHOLESALERS, INC.

Article II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

Article III

The principal place of business and mailing address of this corporation shall be: 10373 S.W. 138 PLACE, MIAMI, FL 33186.

Article IV

The general nature of business of this corporation is to transact any and all lawful business.

Article V

The number of shares which this corporation shall have authority to issue is 100 shares, having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

Article VI

The name and street address of the initial Registered Agent of this corporation shall be: ALEJANDRO ARAGON 10373 S.W. 138 PLACE
MIAMI, FL 33186

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PREPARED BY: RAY STORMONT, EMPIRE CORPORATE KIT COMPANY,
1492 WEST FLAGLER STREET, #200, MIAMI, FL 33135, (305) 541-3694

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Article VII

The initial board of Directors shall consist of a total of 2 person(s) and the name and address of the person(s) who are to serve as an initial director(s)

ALEJANDRO ARAGON
PRESIDENT

10373 S.W. 138 PLACE
MIAMI, FL 33186

NUMA CACERES GARCETE
VICE PRESIDENT

10373 S.W. 138 PLACE
MIAMI, FL 33186

Article VIII

The name and address of the incorporator executing these Articles of Incorporation is:

EMPIRE CORPORATE KIT OF AMERICA, INC.
1492 WEST FLAGLER STREET #200
MIAMI, FL 33135

The undersigned has executed these Articles of Incorporation this 16TH day of SEPTEMBER, 1998.

Ray Stormont

Incorporator
Ray Stormont, President
Signing for
Empire Corporate Kit of America, Inc.

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TALLAHASSEE, FL

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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.

First that GLOBAL TELECOM WHOLESALERS, INC.
(Name of Corporation)

desiring to organize under the laws of the State of FLORIDA
(Florida)

with its principal office, as indicated in the articles of

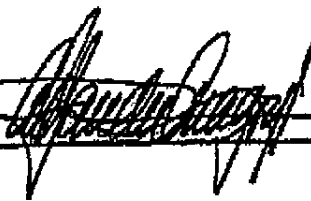
incorporation has named ALEJANDRO ARAGON
(Name of Registered Agent)

located at 10373 SW 138 Place

City of Miami County of Dade
(City) (County)

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

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

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