

P98000085353
ALLEN BOSWORTH
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VIA FEDERAL EXPRESS

October 1, 1998

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32301

300002654413--7
-10/02/98--01058--009
*****78.75 *****78.75

RE: Flamingo-Tel, Inc.
My File No.: 178-001

Dear Sirs:

Enclosed herewith you will find the following items:

1. The original and one copy of the Articles of Incorporation of Flamingo-Tel, Inc.
2. My trust account check in the amount of \$78.75 made payable to your order and tendered in payment of the fees to file this new corporation, file the designation and acceptance of registered agent and provide a certified copy of the Articles.

Please file this corporation and return the certified copy of the Articles to me at your earliest opportunity.

I thank you for your attention to this matter. Please do not hesitate to contact me if you have any questions or comments with regard to the foregoing, the enclosures or otherwise.

Sincerely yours,



Allen Bosworth

AB/arb
Enclosures
cc: Agostino Bettencourt without enclosures
178-001 letter secretary of state

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 12 AM 8:39

D. BROWN OCT - 6 1998

ARTICLES OF INCORPORATION

OF

FLAMINGO-TEL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -2 AM 8:39

The undersigned Subscribers to these Articles of Incorporation, natural persons competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is:

Flamingo-Tel, Inc.

ARTICLE II

PURPOSES AND POWERS: The general nature of business to be transacted by the corporation is as follows:

1. The corporation may engage in any activity of business which is permitted under the laws of the State of Florida;
2. And, in general, to do all things necessary or convenient to carry out its business or affairs or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties;
3. And, further, to buy, sell and own real and personal property, to borrow, raise and lend money for any purposes of the corporation, to encumber and mortgage all or part of the property, real and personal, corporeal or incorporeal, owned by the corporation and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes and other obligations and negotiable instruments.

ARTICLE III

CAPITALIZATION: The maximum number of shares of stock which this corporation is

authorized to have outstanding at any time is Five Hundred (500) shares of common stock having a par value of One and no/100ths (\$1.00) Dollar per share.

ARTICLE IV

SHAREHOLDERS' PREEMPTIVE RIGHTS: The corporation elects to have preemptive rights.

ARTICLE V

INITIAL CAPITAL: The amount of capital with which the corporation will begin business is Two Hundred and no/100ths (\$200.00) Dollars.

ARTICLE VI

COMMENCEMENT AND DURATION: The corporation is to commence existence upon the filing of these Articles of Incorporation with the Department of State of the State of Florida and its existence thereafter shall be perpetual.

ARTICLE VII

PRINCIPAL OFFICE: The corporation shall have its initial principal office, place of business and mailing address at 7561 Madeira Street, Miramar, FL 33023.

The Board of Directors may, from time to time, move the principal office, place of business and mailing address to any other address located in the State of Florida, and establish branch offices in any place within or without the State of Florida, as may be desirable.

ARTICLE VIII

DIRECTORS: The corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws adopted by the stockholders, but shall never be less than one (1).

The names and addresses of the initial Directors, comprising the entire Board of Directors initially, are:

Agostino V. Bettencourt
Director

7561 Madeira Street
Miramar, Florida 33023

Jose V. Bettencourt
Director

6736 Pansy Drive
Miramar, Florida 33023

ARTICLE IX

OFFICERS: The corporation shall have offices consisting of a President, a Secretary and a Treasurer, all of which may be occupied by the same person, as appointed from time to time by the Board of Directors.

The names and addresses of the initial officers are:

Agostino V. Bettencourt
President

7561 Madeira Street
Miramar, Florida 33023

Jose V. Bettencourt
Secretary

6736 Pansy Drive
Miramar, Florida 33023

Jose V. Bettencourt
Treasurer

6736 Pansy Drive
Miramar, Florida 33023

ARTICLE X

INDEMNIFICATION: The corporation shall indemnify every director and officer, and his heirs, executors and administrators, against expenses reasonably and actually incurred by him, as well as any amount paid upon a judgment in connection with any action, suit or proceeding, civil or criminal, to which he may be made a party by reason of his being, or having been, a director or officer of the corporation, except in relation to matters as to which he shall finally be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty to the corporation. In the event of settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by its counsel that the person to be indemnified did not commit breach of such duty. The right of indemnification contained herein shall be in addition to, and not exclusive

of, such other rights of indemnification as are provided by law or to which a director or officer may otherwise be entitled.

ARTICLE XI

AFFILIATED TRANSACTIONS: The corporation elects not to be governed by the provisions of F.S. §607.0901 (1997) pertaining to the approvals required for the corporation to engage in, or enter into, an "affiliated transaction" as that term is defined therein.

ARTICLE XII

INCORPORATORS AND SUBSCRIBERS: The incorporators and subscribers to all of the capital shares of the corporation are:

Agostino V. Bettencourt	7561 Madeira Street Miramar, Florida 33023
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Jose V. Bettencourt	6736 Pansy Drive Miramar, Florida 33023
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ARTICLE XIII

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved by the stockholders by a majority of the shares entitled to vote thereon.

ARTICLE XIV

REGISTERED AGENT AND REGISTERED OFFICE: The initial Registered Agent for the corporation, to be its agent and to accept service of process within the State of Florida on behalf of the corporation, is:

Allen Bosworth, Esq.

The initial Registered Office for the corporation is located at:

507 Southeast 11th Court
Fort Lauderdale, Florida 33316

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -2 AM 8:40

ACKNOWLEDGMENT

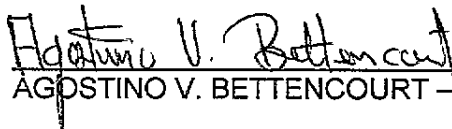
Having been named as Registered Agent to accept service of process for Flamingo-Tel, Inc. at the place designated in Article XIV of these Articles of Incorporation, I hereby acknowledge that I am familiar with, and accept, the obligations of that position and agree to comply with the provisions of Florida law relative to keeping open the Registered Office of the corporation.



ALLEN BOSWORTH, ESQ. - Registered Agent

CERTIFICATE

We, the undersigned, being the original Subscribers to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby execute, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts stated are true, and accordingly have hereunto set our hands and seals this 1st day of October, 1998.



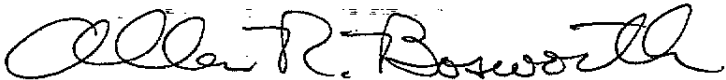
AGOSTINO V. BETTENCOURT - Subscriber



JOSE V. BETTENCOURT - Subscriber

STATE OF FLORIDA }
 :ss
COUNTY OF BROWARD }

SWORN TO AND SUBSCRIBED before me this 1st day of October, 1998, by
AGOSTINO V. BETTENCOURT and JOSE V. BETTENCOURT, who are personally known to me
or who have produced _____ as identification
and who did take oaths.



Notary Public Signature



Allen R Bosworth
My Commission CC748314
Expires July 13, 2002

Notary Public Printed Name
Notary Public - State of Florida
My Commission Expires: