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TO: DIVISION OF CORPORATIONS   FAX #: (850)922-4001

FROM: FILINGS, INC.
CONTACT: TERESA   ROMAN PHONE: (850)385-6735   ACCT#: 0727200000101
(850)561-1025   FAX #:

NAME: GRANDTEL DISTRIBUTION NETWORK, INC. AUDIT NUMBER......H98000020658 DOC
TYPE.........FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
PAGES....... 3 CERT. COPIES......1   DEL.METHOD.. FAX EST.CHARGE..
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4u 11/5/98

ARTICLES OF INCORPORATION

OF

GRANDTEL DISTRIBUTION NETWORK, INC.

I, the undersigned, hereby make, subscribe and acknowledge these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

1.   The name of the corporation shall be **GRANDTEL DISTRIBUTION NETWORK, INC.** and its existence shall be perpetual.

2.   The general nature of the business to be transacted shall be to invest in property of any kind, to import and/or export property of any kind, operate businesses, borrow or lend money on general credit mortgages, and to transact any lawful business for which corporations may be incorporated under the laws of the State of Florida and to have all other powers provided by the laws of the State of Florida.

3.   The capital stock of the corporation shall consist of ONE THOUSAND (1,000) shares of ONE ($1.00) Dollar par value.

4.   The principal office of the corporation shall be 601 Brickell Key Drive, Suite 601, Miami, Fl 33131.

5.   The number of the directors shall be at least one (1), and the name and post office address of the first Board of Directors and Officers are:

NAME	OFFICE	POST OFFICE ADDRESS
Gabriel Tarrau	President/ Secretary/ Director	601 Brickell Key Drive, Ste. 601, Miami, Fl 33131.
Luis F. De La Cruz, Jr.	Vice President	241 Sevilla Ave., Ste. 805, Coral Gables, Fl, 33134.

Luis F. De La Cruz, Jr.,
241 Sevilla Ave., Ste. 805
Coral Gables, Fl 33134
305/446-0100
FL Bar No.: 278459

6. The amount of capital with which the corporation shall begin business is ONE THOUSAND ($1,000.00) Dollars.

7. The name and post office address of the sole subscriber to these Articles of Incorporation, the number of shares he agrees to take, and the consideration thereof, the proceeds of which will amount to at least One Thousand ($1,000.00) Dollars, is as follows:

NAME	NO. OF SHARES	CONSIDERATION
Luis F. De La Cruz, Jr. 241 Sevilla Avenue Suite 805 Coral Gables, FL 33134	1,000	$1,000.00

8. The corporation designates LUIS F. DE LA CRUZ, JR. of 241 Sevilla Avenue, Suite 805, Coral Gables, Florida 33134 as its Registered Resident Agent, to accept service of process within this state.

IN WITNESS WHEREOF, the undersigned hereby subscribes to these Articles of Incorporation at Miami, Dade County, Florida on November 4, 1998.

LUIS F. DE LA CRUZ, JR.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

GRANDTEL DISTRIBUTION NETWORK, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Miami, County of Miami-Dade, State of Florida, has named Luis F. De La Cruz, Jr., located at 241 Sevilla Avenue, Suite 805, Coral Gables, Florida 33134 as Registered Resident Agent to accept Service of Process within this State.

Having been named to accept Service of Process for the above-stated corporation at the place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

Dated: November 4, 1998

LUIS F. DE LA CRUZ, JR.
(Registered Resident Agent)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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