

Hughes Hubbard & Reed LLP

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New York, New York 10004-1482
Telephone: 212-837-6000
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P99000003229

January 11, 1999

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Tele-E-Buy Corp.

EFEB
1-1-99

Dear Sirs:

Enclosed is an original and a copy of the Articles of Incorporation, of the above referenced corporation, for filing with the Florida Department of State. Also, enclosed is a check for \$122.50, which amount represents payment of the following:

1. Filing fee	\$ 35.00
2. Registered agent fee	35.00
3. Certified copy of articles	<u>52.50</u>
	\$122.50

Please return a certified copy of the Articles of Incorporation to my attention, in the self-addressed envelope provided, as soon as they have been filed.

Thank you for your assistance in this matter.

700002736507--4
-01/11/99--01089--005
****122.50 *****78.75

Very truly yours,

Elizabeth Doddridge

Elizabeth Doddridge
Legal Assistant

Enclosures

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99 JAN 11 PM 1:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

47, Avenue Georges Mandel
75116 Paris, France
(33) (1) 44.05.80.00

1300 I Street, N.W.
Washington, D.C.
20005-3306
202-408-3600

350 South Grand Avenue
Los Angeles, CA
90071-3442
213-613-2800

201 South Biscayne Boulevard
Miami, FL
33131-4332
305-358-1666

**ARTICLES OF INCORPORATION
OF
TEL-E-BUY CORP.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME OF CORPORATION**

The name of the Corporation is Tel-e-Buy Corp.

**ARTICLE II
ADDRESS**

EFFECTIVE
1-1-99

The initial principal office and mailing address of the Corporation is 1200 Brickell Avenue, Suite 1220, Miami, Florida, 33131.

**ARTICLE III
CAPITAL STOCK**

The Corporation is authorized to issue 100 shares of common stock, \$0.01 par value.

**ARTICLE IV
PREEMPTIVE SHARES**

The shareholders of this Corporation shall not be granted preemptive shares.

**ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE**

The initial Registered Agent to accept service of process within this state for the Corporation shall be William A. Pazos and the initial Registered Office of the Corporation shall be located at 1200 Brickell Avenue, Suite 1220, Miami, Florida, 33131.

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TALLAHASSEE FLORIDA

ARTICLE VI
INCORPORATOR

The name and address of the incorporator is:

William A. Pazos
1200 Brickell Avenue
Suite 1220
Miami, Florida 33131

ARTICLE VII
BOARD OF DIRECTORS

The number of directors constituting the Board of Directors shall be fixed by the Bylaws of the Corporation but shall not be less than one. The initial directors of the Corporation shall be William A. Pazos and Antonio Maciel. The mailing address of the initial directors is 1200 Brickell Avenue, Suite 1220, Miami, Florida, 33131.

ARTICLE VIII
NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IX
CORPORATE EXISTENCE

The duration of this Corporation is to be perpetual. The corporate existence of the corporation shall begin on January 1, 1999.

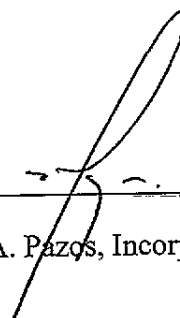
ARTICLE X
INDEMNIFICATION

This Corporation shall indemnify and may insure any and all incorporators, directors, officers, employees or agents, or former directors, officers, employees or agents or persons who may have served at the request of the Corporation to the fullest extent permitted by law currently in effect or hereinafter enacted.

ARTICLE XI
AMENDMENT

These Articles of Incorporation or any amendment thereto may be amended in the manner authorized by law at the time of amendment.

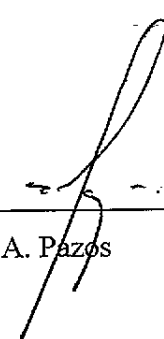
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of December, 1998.



William A. Pazos, Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Having been named Registered Agent of Tel-e-Buy Corp. and to accept service of process for Tel-e-Buy Corp. at the place designated in these Articles of Incorporation, 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 this 31st day of December, 1998.



William A. Pazos

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