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~~International Telecom Inc.~~
Telecom International Services Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 12, 1999

CORPORATE CREATIONS

SUBJECT: INTERNATIONAL TELECOM, INC.
REF: W99000000750

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Telecom International Services Inc.

Article II. Address

The mailing address of the Corporation is:
Telecom International Services Inc.
782 NW Le Jeune Road
Suite 441
Miami FL 33126

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Agustin O. Luis, Sr.
2115 Country Club Prado
Coral Gables FL 33134

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Agustin O. Luis, Sr.

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Lizabeth F. Calvo | FL Bar Member 40657
Lizabeth F. Calvo, P.A.
328 Crandon Boulevard
Suite 226
Key Biscayne FL 33149
305-365-0902
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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Lizabeth F. Calvo
Lizabeth F. Calvo, P.A.
328 Crandon Boulevard
Suite 226
Key Biscayne FL 33149

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on January 11, 1999.

The undersigned incorporator executed these Articles of Incorporation on January 13, 1999.



LIZABETH F. CALVO

by L.A. Uriarte as attorney-in-fact

Lizabeth F. Calvo | FL Bar Member 40657
Lizabeth F. Calvo, P.A.
328 Crandon Boulevard
Suite 226
Key Biscayne FL 33149
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Telecom International Services Inc.

REGISTERED AGENT/OFFICE:

Agustin O. Luis, Sr.
2115 Country Club Prado
Coral Gables FL 33134

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



AGUSTIN O. LUIS, SR.
by L.A. Uriarte as attorney-in-fact

Date: January 13, 1999.

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