



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 141574 4303929

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 78.75

ORDER DATE : February 19, 1999

ORDER TIME : 3:10 PM

ORDER NO. : 141574-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Cinzia Nicoloso  
GREENBERG TRAUIG  
GREENBERG TRAUIG  
1221 Brickell Avenue  
20th Floor  
Miami, FL 33131

000002781470--6

DOMESTIC FILING

NAME: ATTENTO USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 19 PM 4:02

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*2/22/99*

**ARTICLES OF INCORPORATION**

**OF**

**ATTENTO USA, INC.**

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**ARTICLE I**

The name of the corporation is ATTENTO USA, INC., (hereinafter called the "Corporation").

**ARTICLE II**

The initial address of the principal office of the Corporation is c/o Telefonica Internacional USA, Inc., 1001 Brickell Bay Drive, 32<sup>nd</sup> Floor, Miami, Florida 33131.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or

(2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the

names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified are:

Rafael Hernández  
c/o 1001 Brickell Bay Drive  
32<sup>nd</sup> Floor  
Miami, Florida 33131

Jacinto Díaz  
c/o 1001 Brickell Bay Drive  
32<sup>nd</sup> Floor  
Miami, Florida 33131

#### **ARTICLE VII**

The name of the Incorporator is Corporation Service Company and the address of the Incorporator is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301.

#### **ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 19 day of February, 1999.

Laura R. Deryl  
Corporation Service Company  
Incorporator

### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ATTENTO USA, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company

Laura R. Duenkel  
Agent for Registered Agent

Agent for Registered Agent

Dated: February 19, 1999

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