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D. Juvencio Diaz  
14535 A.W. 85 ST.  
Miami, Fl. 33183

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-02/22/99-01118-003

\*\*\*\*\*78.75 \*\*\*\*\*78.75

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. INTERCONTINENTAL TELEPHONE LINK, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

99 FEB 22 PM 1:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

P Hall

FEB 23 1999

ARTICLE OF INCORPORATION

OF

INTERCONTINENTAL TELEPHONE LINK, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDAARTICLE I - NAME

The name of this corporation is:

INTERCONTINENTAL TELEPHONE LINK, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence on the date of filing of these Articles of Incorporation with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares at \$1.00 par value common stock.

Shareholders may not sell their shares of stock to third parties without first offering them in writing under the same terms and conditions to the other shareholders proportionately to their ownership of shares. Offerees shall have ten (10) days within to accept or refuse to purchase, in writing.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.



The consideration for the issuance of shares or for one disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible, or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and non assessable

#### ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance or fractional shares) at the price at which it is offered to others.

#### ARTICLE VI

##### ADDRESS OF IN OFFICE AND REGISTERED AGENT

The street address of the main office of the corporation and its mailing address is: 14535 S.W. 85th Street, Miami, Florida 33183  
the name of the initial registered agent of this corporation and its address is D. JUVENAL PINA 14535 S.W. 85th Street, Miami, Fl 33183.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time in such manner as may prescribed by the By-Laws, but shall never be less than one (1).

#### ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation is:

##### NAME AND ADDRESS

JOSE CLEMENTE VIVANCO  
12942 Ixora Road  
North Miami, Florida 33181

D. JUVENAL PINA  
14535 S.W. 85th Street  
Miami, Florida 33183

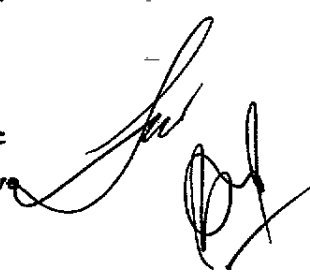


ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expense provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence of willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested any be counted in determining the



existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract of transaction with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE X - REMOVAL OF DIRECTORS

Any Director of the entire Board of Directors may be removed with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
JOSE CLEMENTE VIVANCO	12942 Ikora Road North Miami, Florida 33181
D. JUVENAL PINA	14535 S.W. 85th Street Miami, Florida 33183

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Laws made by them that such By-Laws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII - POWERS

This corporation shall have all powers necessary of convenient to effect its purpose as enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

ARTICLE XIV - 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 at a stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 18th day of February 1999.

Subscriber

JOSE CLEMENTE VIVANCO

Subscriber

D. JOVENAL PINA

STATE OF FLORIDA :

: SS:

COUNTY OF DADE :

BEFORE ME, the undersigned Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Jose Clemente Vivanco and D. Jovenal Pina

known to me and known by me to be the person who executed the foregoing Articles of Incorporation and acknowledged before me that subscribed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18th day of February , 1999 .

Magaly G. Perez  
Notary Public, State of Florida  
at Large

My Commission Expires:

2/18/99



Magaly G. Perez  
MY COMMISSION # CC652872 EXPIRES  
September 27, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

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

FILED

99 FEB 22 PM 1:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Chapter 48.091, Florida Statutes,  
the following is submitted:

First--that INTERCONTINENTAL TELEPHONE LINK, INC.

desiring to organize under the laws of the State of Florida with  
its principal office, as indicated in the Article of Incorpora-  
tion at the City of Miami, County of Dade, State of  
Florida, has named D. JUVENAL PINA  
whose address is 14535 S.W. 85th Street  
City of Miami, County of Dade, State  
of Florida, as its agent to accept services of process within  
this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the  
above stated corporation, at place designated in this certificate,  
I hereby accept to act in this capacity, and agree to comply with  
the provision of said Act relative to keeping open said office.

By:   
REGISTERED AGENT



Magaly G. Perez  
MY COMMISSION # CC652872 EXPIRES  
September 27, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

2/18/99