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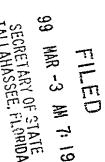
From:

: ACE INDUSTRIES, INC. Account Name

Account Number : 070744001530

Phone Fax Number : (305)358-2571

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FLORIDA PROFIT CORPORATION OR P.A.

AVTEL, INC.

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H99-5227

ARTICLES OF INCORPORATION

Article 1: Name of Corporation:

AVTEL, INC.

Address of Corporation: 1675 NW 4TH AVENUE #118

BOCA RATON, FL 33432



Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100 , with a par value of \$1.00 (PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: JOSE G. AVILA

REGISTERED OFFICE: 1675 NW 4TH AVENUE #118

BOCA RATON, FL 33432

* I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED). First listed is President, second is Vice President, then Secretary/Treasurer.

1. JOSE G. AVILA, PRES./TRES., 1675 NW 4TH AVE. #118, BOCA RATON, FL 33432

2. N. ELIZABETH AVILA, V.P./SEC., 1675 NW 4TH AVE. #118, BOCA RATON, FL 33432

3.

Article 5: The NAME and ADDRESS of the INCORPORATOR is:

JOSE G. AVILA

1675 NW 4TH AVENUE #118

BOCA RATON, FL 33432

In witness whereof, I have subscribed my name:

Signature of Registered Agent

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Prepared by: Ace Industries, Inc., 54 NW 11th Street, Miami, FL 33136, (305) 358-2571