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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

yupi acquisitions corp.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 8, 1999

EMPIRE

SUBJECT: YUPI ACQUISITIONS CORP.
REF: W99000005555

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

Article 7 states there will be 3 director(s), whereas 6 is/are listed.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
YUPI ACQUISITIONS CORP.**

ARTICLE I - NAME

The name of the corporation is Yupi Acquisitions Corp. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of licensing technologies for Internet faxing solutions and generally transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 10,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1001 Brickell Bay Drive, Suite 3000, Miami, Florida 33131 and the name of the initial registered agent of the Corporation at that address is Leonardo F. Brito.

THIS INSTRUMENT PREPARED BY:
LEONARDO F. BRITO P.A.
1001 Brickell Bay Drive
Suite 3000
Miami, Florida, 33131
Florida Bar # 0615730
(305) 373-5411

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ARTICLE V - INITIAL PRINCIPAL OFFICE

The street and mailing address of the initial principal office of the Corporation is 605 Lincoln Road, Suite 401, Miami Beach.

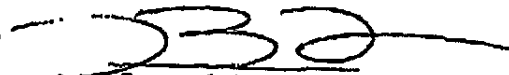
ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have no less than 1 and no more than 10 directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than 1. The Corporation shall have 6 directors initially in the capacities indicated below, and their names and address are as follows: Oscar Coen, President, 605 Lincoln Road, Suite 401, Miami Beach, Florida 33139, Ariel Bentata, Secretary-Treasurer, 100 South East 2nd St NationsBank Tower 37th Floor, Miami, Florida 33131, Camilo Cruz, Vice President, 605 Lincoln Road, Suite 401, Miami Beach, Florida 33149, Carlos Cardona, Vice President, 605 Lincoln Road, Suite 401, Miami Beach, Florida 33149, Gustavo Morles, Vice President 605 Lincoln Road, Suite 401, Miami Beach, Florida 33149.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Leonardo F. Brito, 1001 Brickell Bay Drive, Suite 3000, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5th day of March, 1999.


Leonardo F. Brito
Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That Yupi Acquisitions Corp., desiring to organize under the laws of the State of Florida, has named Leonardo F. Brito, 1001 Brickell Bay Drive, Suite 3000, Miami, Florida 33131 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 5th day of March, 1999.



Leonardo F. Brito
Registered Agent

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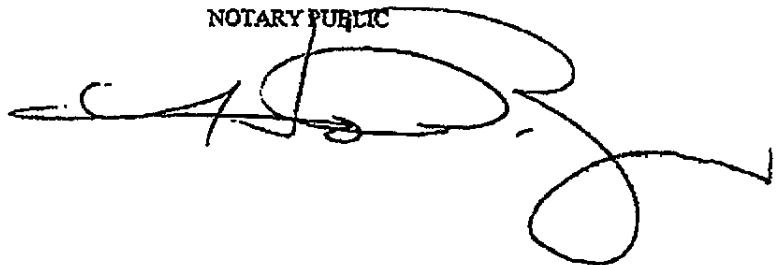
STATE OF FLORIDA)
 SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this 5th day of March, 1999, personally appeared LEONARDO F. BRITO known to me to be the person who executed the foregoing Articles of Incorporation of Yupi Acquisitions Corp.. and acknowledged before me that he executed the same for the purposes herein expressed, and who is personally known to me or who has produced _____ as identification, and did take an oath.

WITNESS my hand and official seal at Miami, Dade County, Florida this 5th day of March, 1999.

My Commission Expires:

NOTARY PUBLIC



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST - THAT YUPI ACQUISITIONS CORP. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF
THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, COUNTY OF
DADE, STATE OF FLORIDA, HAS NAMED LEONARDO F. BRITO, P.A. OF 1001 BRICKELL BAY DRIVE,
SUITE 3000, MIAMI, COUNTY OF DADE, STATE OF FLORIDA, 33131, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

Leonardo F. Brito

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS
CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

LEONARDO F. BRITO, P.A.

SIGNATURE: 

BY: LEONARDO F. BRITO

DATE: March 5, 1999

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TALLAHASSEE, FLORIDA

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