

P99000037002

ROSENTHAL ROSENTHAL RASCO  
ATTORNEYS AT LAW

TURNBERRY PLAZA, SUITE 500  
2875 NORTHEAST 191ST STREET  
AVENTURA, FLORIDA 33180  
TELEPHONE 305-937-0300  
FACSIMILE 305-937-1311

KEITH R. GAUDIOSO  
STACI H. GENET  
GARY I. NESBITT  
EDUARDO I. RASCO  
ALAN S. ROSENTHAL  
KERRY E. ROSENTHAL

OF COUNSEL  
JEROME S. HOLLO  
JORGE LUIS WOLF

April 19, 1999

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Telegate, Inc.

900002845079--0  
-04/20/99-01053-010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madam:

Enclosed herewith please find original and (one) copy of Articles of Incorporation for the above-referenced corporation, along with our check in the amount of \$78.75, representing the necessary filing fee.

Please file said Articles of Incorporation, and return a certified copy of the same to us in the enclosed stamped returned envelope, provided for your convenience.

Thank you for your courtesy and cooperation in this matter. Should you have any questions, please do not hesitate to contact us at (305) 937-0300.

Very truly yours,

ROSENTHAL ROSENTHAL RASCO

BY: Elaine M. Hing  
Elaine M. Hing, Legal Assistant

99 APR 20 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

/emh

encls.

EMH  
4/22/99

**FILED**

**ARTICLES OF INCORPORATION**

99 APR 20 PM 2:45

**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**TELEGATE, INC.**

**ARTICLE ONE:**

The name of this corporation is: **TELEGATE, INC.**

**ARTICLE TWO:**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

**ARTICLE THREE:**

The aggregate number of shares which this corporation shall have authority to issue is TEN THOUSAND (10,000) shares of common stock, ONE (\$1.00) DOLLAR par value, shall be designated as "Common Shares".

**ARTICLE FOUR:**

Shareholders of this corporation shall have full preemptive rights to acquire unissued or treasury shares of the corporation.

**ARTICLE FIVE:**

The street address of the initial principal office of this corporation is:

100 S. Biscayne Boulevard, Suite 1100, Miami, Florida 33131

and the name and address of the Registered Agent of this corporation is:

**Kerry E. Rosenthal**  
Rosenthal Rosenthal Rasco  
2875 NE 191 Street, Suite 500  
Aventura, FL 33180

**ARTICLE SIX:**

This corporation shall have three (3) directors to constitute its initial Board of Directors. The number of directors of the corporation may subsequently be increased or decreased from time to time according to the By-Laws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

**Tibor Hollo**

100 S. Biscayne Boulevard, Suite 1100,  
Miami, Florida 33131

**Wayne Hollo**

100 S. Biscayne Boulevard, Suite 1100,  
Miami, Florida 33131

**Jerome S. Hollo**

100 S. Biscayne Boulevard, Suite 1100,  
Miami, Florida 33131

**ARTICLE SEVEN:**

The name and address of the Incorporator of this corporation, who is the person signing these Articles is:


**Kerry E. Rosenthal**

Rosenthal Rosenthal Rasco  
2875 NE 191 Street, Suite 500  
Aventura, FL 33180

**ARTICLE EIGHT:**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

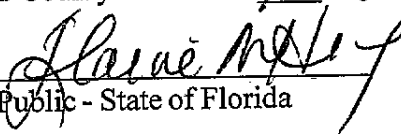
NOW THEREFORE, the undersigned Incorporator has executed these Articles of Incorporation this 2 day of April, 1999.

  
Kerry E. Rosenthal, Incorporator

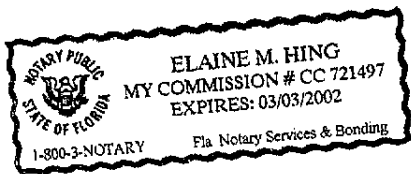
STATE OF FLORIDA                    )  
  SS  
COUNTY OF MIAMI-DADE            )

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared KERRY E. ROSENTHAL, to me well known to be the person described as the Incorporator in and who, in my presence, executed the foregoing Articles of Incorporation, and who acknowledged before me that subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County above this 12 day of April, 1999.

  
\_\_\_\_\_  
Notary Public - State of Florida

My commission expires:



ACCEPTANCE OF REGISTERED AGENT

I, KERRY E. ROSENTHAL, the undersigned, having been designated as Registered Agent in the above and foregoing Articles of Incorporation of, do hereby accept such designation and agree to comply with the Laws of the State of Florida relative thereto.



KERRY E. ROSENTHAL  
Registered Agent

**FILED**  
99 APR 20 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

33840\_I.DOC