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**MAZZA-MARTINEZ & ASSOC., P.A.**

**Attorneys at Law**

**Attorneys admitted in U.S.A., Venezuela and Spain**

782 NW Le Jeune Road. Suite 638. Miami, Florida 33126. U.S.A.

Ph: (305) 446-5353 Fax: (305) 461-4272

April 21, 1999

**SECRETARY OF STATE  
FLORIDA DEPARTMENT OF STATE  
Tallahassee, Florida**

**Dear Sirs:**

Enclose you will find the articles of incorporation of APEXTEL, CORP. with the proper fees, for it incorporation.

Please send us the document as soon as it is file to our offices at 782 NW 42 Av. Suite 638. Miami, Florida 33126.

Very Truly Yours.

  
Tania A. Mazza-Martinez  
Tmm/hs

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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5-17-99  
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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 28, 1999

MAZZA-MARTINEZ & ASSOC., P.A.  
TANIA A. MAZZA-MARTINEZ  
782 N.W. LEJUNE RD., STE. 638  
MIAMI, FL 33126

SUBJECT: APEXTEL, CORP.  
Ref. Number: W99000009988

We have received your document for APEXTEL, CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten  
Document Specialist

Letter Number: 599A00022704

**ARTICLE OF INCORPORATION**

**ARTICLE I - NAME**

The name of this corporation is **APEXTEL, CORP.**

**ARTICLE II - PRINCIPAL OFFICE**

The mailing address of this corporation shall be: 19622 NW 79 Place, Miami, Florida 33015.

**ARTICLE III- PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV- CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of US\$ 1.00 par value common stock which shall be designated as "Common Shares".

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this corporation is 782 NW 42 Av Suite 638, Miami, Florida 33126 and the name of the initial registered agent of this corporation at that address is Ms. Tania A. Mazza-Martinez.

**ARTICLE VI- INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have two (2) Directors to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Directors are:

<b>JESUS A. RIVERO</b>	Director and Secretary
19622 NW 79 Place.	
Miami, Florida 33015	

<b>SOL F. BAUTISTA</b>	Director
19622 NW 79 Place.	
Miami, Florida 33015	

**ARTICLE VII- INCORPORATOR**

The name and address of the Incorporator signing these Articles is:

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TALLAHASSEE, FLORIDA

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99 MAY 17 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Ms. Tania A. Mazza-Martinez**  
782 NW 42 Av. Suite 638.  
Miami Springs, Florida 33126

**ARTICLE VIII- PREEMPTIVE RIGHTS**

Every stockholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof ( as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE IX- INDEMNIFICATION**

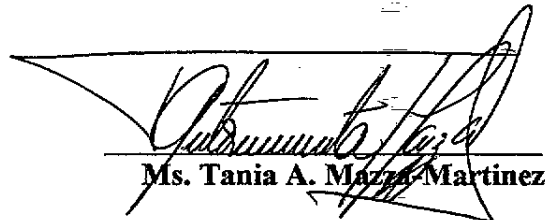
The corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE X- AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Article of Incorporation or any amendment hereto, and any rights conferred upon the shareholders is subject to this reservation.

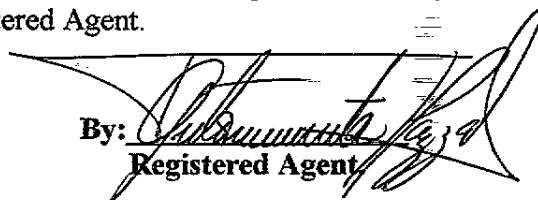
In WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: April 21, 1999

  
Ms. Tania A. Mazza-Martinez

**ACCEPTANCE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE.**

The undersigned person, having been named as Registered Agent and to accept service of process for the above stated Corporation, at the place designated in the Articles, hereby accept to act in this capacity. I further agrees to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and acknowledge that I am familiar with and accept the obligations of my position as Registered Agent.

By:   
Registered Agent