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LUIS RAUL CARDENAS
YAJAIRA PARAZONA PINEDA
680 N.W. 114th Avenue - Apartment #204
Miami, Florida 33172

June 9, 1999

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Algem Communications, Inc.

Gentlemen:

Enclosed for filing is the original and a copy of the Articles of Incorporation of Algem Communications, Inc., which is a Florida for profit corporation.

Also enclosed herewith is a money order payable to the Secretary of State in the amount of \$122.50 to pay for the following charges:

1. Original filing fee of \$35.00.
2. Registered agent fee of \$35.00.
3. Certified copy fee of \$52.50.

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-06/15/99-01066-005
****122.50 *****78.75

Please send a certified copy of the Articles of Incorporation to the above address in the enclosed self-addressed stamped envelope.

Thank you for your cooperation.

Sincerely,


Luis Raul Cardenas

LRC:mm
Encls.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 JUN 15 PM 2:40

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R. Purinton JUN 16 1999

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ARTICLES OF INCORPORATION OF ALGEM COMMUNICATIONS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name - The name of this corporation is Algem Communications, Inc.

Article II - Principal Place of Business & Mailing Address - The principal place of business and mailing address of the corporation shall be: 680 N.W. 114th Avenue, Apartment #204, Miami, Florida 33172.

Article III - Duration - The corporation shall have a perpetual existence.

Article IV - Purpose - The purpose of this corporation is to engage in any activities or business permitted under the Laws of the United States of America and the State of Florida.

Article V - Capital Stock - The maximum number of shares which this corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share. All shares of stock issued by the corporation shall be paid in lawful money of the United States of America or in property, the just value of which shall be fixed by the Board of Directors in the manner provided for by the laws of the State of Florida.

Article VI - Initial Registered Office & Agent - The initial registered office of this corporation shall be: 680 N.W. 114th Avenue, Apartment #204, Miami, Florida 33172, and the initial Registered Agent of this corporation at such office shall be Luis Raul Cardenas, who upon accepting this designation agrees to comply with the provisions of §48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

Article VII - Initial Board of Directors - The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1) nor more than three (3). The names and addresses of the directors constituting the initial Board of Directors are:

Luis Raul Cardenas - 680 N.W. 114th Avenue, Apartment #204, Miami, Florida 33172.

Yajaira Caroline Tarazona P. - 680 N.W. 114th Avenue, Apartment #204, Miami, Florida 33172.

Article VIII - Officers - The affairs of this corporation shall be managed by its Board of Directors, acting

through the officers of the corporation consisting of a President, Vice President, Treasurer and Secretary, and any other assistant vice presidents or secretaries as may be designated in the By-Laws of the corporation. The officers of the corporation shall be elected in the manner set forth in the By-Laws.

Article IX - By-Laws - The Board of Directors shall have full power to adopt, amend or rescind the By-Laws by majority vote.

Article X - Amendment - Amendments to these Articles of Incorporation may be proposed by any shareholder, officer or director. The Articles of Incorporation may be amended by resolution passed by a majority vote of the Board of Directors.

Article XI - Incorporator - The names and addresses of the persons signing these Articles of Incorporation are:

Luis Raul Cardenas - 680 N.W. 114th Avenue, Apartment #204, Miami, Florida 33172.


Yajaira Caroline Tarazona P. - 680 N.W. 114th Avenue, Apartment #204, Miami, Florida 33172.

Article XII - Commencement of Corporate Existence - This corporation shall commence existence as of the date of subscription and acknowledgment of these Articles of Incorporation.

Dated this 9th day of June, 1999.



LUIS RAUL CARDENAS, Incorporator



YAJAIRA CAROLINE TARAZONA P.
Incorporator

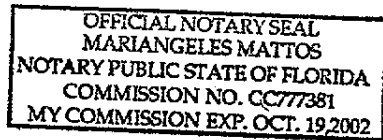
STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation of Algem Communications, Inc., were acknowledged before me

this 9th day of June, 1999, by Luis Raul Cardenas and Yajaira Caroline Tarazona P., as Incorporators,
who are personally known to me.

Mariangeles Mattos
NOTARY PUBLIC, State of Florida at Large

NOTARY SEAL:



Mariangeles Mattos
Print Name

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Algem Communications, Inc., at the place designated in the Articles of Incorporation, I, Luis Raul Cardenas, agree to act in this capacity and agree to comply with the provisions of §48.091 relative to keeping open such office.

Dated this 9th day of June, 1999.

Luis Raul Cardenas
LUIS RAUL CARDENAS, Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA