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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
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FLORIDA PROFIT CORPORATION OR P.A.

phonamerica, inc.

Certificate of Status	0
Certified Copy	1
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CERTIFICATE OF INCORPORATION

**ARTICLES OF INCORPORATION
FOR**

PHONAMERICA, INC.

We the undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation privileges, and immunities of a corporation for profit, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

PHONAMERICA, INC.

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States of Florida.

ARTICLE III

The corporation is authorized to issue one hundred (100) shares of \$10.00 par value Common Stock, which shall be designated "Common Shares". Shares of Common Stock by both the president and vice-president. Stocks will have no value if not signed by the president and vice-president.

**PREPARED BY: GIOVANNI CASTELLANOS
VARES, INC.
1214 SW 2ND STREET
MIAMI, FL. 33135
305-642-7611**

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ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than One thousand (\$ 1,000.00) dollars,

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The principal & Registered office of this corporation shall be:

**1214 SW 2nd STREET
MIAMI ,FLORIDA. 33135-2404**

ARTICLE VII

The number of the Board of Directors of the Corporation shall not be less than one person. The names and post office addresses of the First Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-laws and the Acts of Legislature, shall hold office for the Corporation, are:

**JORGE A. QUIROZ
311 SW 33RD AVE
MIAMI FL 33135**

PRESIDENT

**RICARDO WEISSMANN
1214 SW 2ND STREET
MIAMI FL 33135-2404**

VICE-PRESIDENT/ SECRETARY

The Board of Directors will be able to utilize all powers granted them by law in order to direct the Corporation as they see fit.

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ARTICLE VIII

The names and post office addresses of each shareholder to the Certificate of Incorporation are as follows:

SHAREHOLDERS	% OF SHARES
JORGE A. QUIROZ 311 SW 33RD AVE MIAMI FL. 33135	50 %
RICARDO WEISSMANN 1214 SW 2ND STREET MIAMI FL 33135-2404	50%

ARTICLE IX

The corporation shall have the right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than the stock book, or any of them, shall be open to The inspection of the stockholders, and no stockholders shall have any right of inspections of any account book or document of this Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors. The Corporation, in it's By-laws confers power upon it's Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by Statute.

The corporation reserves the rights to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now hereafter prescribed by statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

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We, the undersigned, being each and all of the original subscribers to the capital stock herein above named for the purpose of forming a corporation for profit to do business

Both within and without the State of Florida, do hereby declaring and certifying that the facts herein stated are true, and so respectively agree to abide by the Articles as herein stated.

Subscribed at Miami, Dade County, Florida, this 28TH day of July of the year 1999.


JORGE A. QUIROZ, PRESIDENT


RICARDO WEISSMANN, VICE-PRESIDENT

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**CERTIFICATE OF ADKNOWLEDGMENT
OF REGISTERED AGENT
FOR SERVICE AND PROCESS WITHIN THE
STATE OF FLORIDA**

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

That: PHONAMERICA, INC.

*is qualified to do business under the laws of the State of Florida, with it's
REGISTERED OFFICE at:*

**1214 SW 2ND STREET
MIAMI, FL. 33135-2404
305- 642-7611**

and has appointed: JORGE A. QUIROZ

As it's agent to accept services of process within the State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in the Certificate. I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping office said office.


JORGE A. QUIROZ
Registered Agent

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STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS

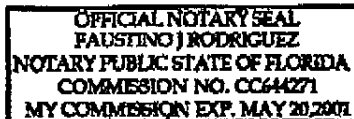
Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgments, personally appeared

JORGE A. QUIROZ & RICARDO WEISSMANN

Who, after being duly sworn by me, depose and say that he signed the above and foregoing Certificate of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal, at Miami, Dade County, Florida, this 28TH day of JULY of the year 1999.

Faustino J. Rodriguez
FAUSTINO JOSE RODRIGUEZ
Notary Public,
State of Florida at Large



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