

**CARTER
THOMAS**
LAW OFFICES LLP

December 9, 1999

Secretary of State
State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

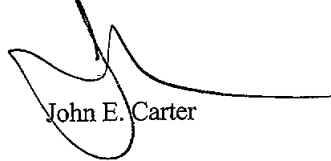
Re: TELEINFO, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for TELEINFO, INC. Please file these Articles and return one certified copy to me. I have enclosed my check in the amount of \$78.75 to cover the costs of filing, one certified copy, and the registered agent designation.

If you have any further questions concerning this matter, please do not hesitate to contact me.

Very truly yours,


John E. Carter

JEC/cyn
Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

561/368-9900 • Broward 954/427-0933 • Fax 561/368-0293
1200 North Federal Highway, Suite 312, Boca Raton, Florida 33432

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

TELEINFO, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I.

The name of the corporation is **Teleinfo, Inc.**

ARTICLE II.

The Corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III.

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV.

The Corporation is authorized to issue 100 shares of stock at One Dollar and No/100 (\$1.00) Dollar par value. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders.

The shares of stock may be issued for such consideration having a value not less than par value of the share issued therefor as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or other property, tangible or intangible, or in labor or services performed for the Corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all Stockholders ten (10) days prior to such issuance.

ARTICLE V.

The principal address of the Corporation shall be: **800 East Camino Real, Apt. 401
Boca Raton, Florida 33432**

ARTICLE VI.

All corporate powers shall be executed by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

The Corporation shall have one (1) Director initially. The number of Directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

The names and street addresses of the initial directors who shall hold office until their successors shall be chosen at the first meeting of the Stockholders who have qualified shall be:

Krzysztof Swierczynski
800 East Camino Real, Apt. 401
Boca Raton, Florida 33432

ARTICLE VII.

The Corporation may indemnify any present or former Officer or Director or person exercising powers and duties of a Director to the full extent now or hereafter permitted by law.

ARTICLE VIII.

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any Bylaw adopted by the Shareholders if the Shareholders provide that the Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX.

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the Corporation outstanding at any regular meeting of the Stockholders or at any special meeting of the Stockholders called for that purpose.

ARTICLE X.

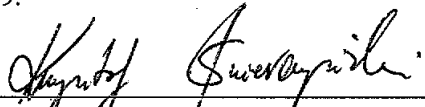
The name and address of the Incorporator to these Articles of Incorporation is:

Krzysztof Swierczynski
800 East Camino Real, Apt. 401
Boca Raton, Florida 33432

ARTICLE XI.

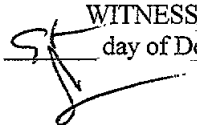
The street address of the initial registered office of the Corporation is **1200 North Federal Highway, Suite 312, Boca Raton, Florida 33432** and the name and address of the initial Registered Agent of the Corporation is: Carter & Thomas, LLP, 1200 North Federal Highway, Suite 312, Boca Raton, Florida 33432.

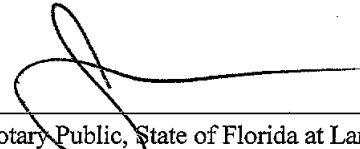
IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these Articles of Incorporation on this 5th day of December, 1999.


Krzysztof Swierczynski, Incorporator

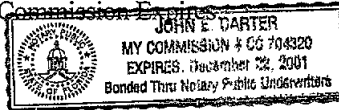
STATE OF FLORIDA :
: ss.
COUNTY OF PALM BEACH :

BEFORE ME, the undersigned authority, personally appeared **Krzysztof Swierczynski**, who is personally known to me or who has produced FC Drive License as identification, who acknowledged before me that he executed the above and foregoing instrument for the intent and purposes therein expressed.

 WITNESS MY HAND AND OFFICIAL in the County and State last aforesaid on 5th this day of December, 1999.


Notary Public, State of Florida at Large Printed
Name of Notary: _____

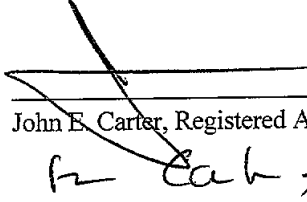
Commission No.: _____
My Commission Expires: _____



CERTIFICATE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for
said Corporation.

DATED: 12/9/99



John E. Carter, Registered Agent

for Cash; Powers, LLP

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA