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 Maitland, FL 32751
 P.O. Drawer 200
 Winter Park, FL
 32790-0200
 Tel: 407-740-8575
 Fax: 407-740-0613
 www.tminc.com

June 4, 2008
Via Overnight Delivery

Ms. Ann Cole, Commission Clerk
 Office of Commission Clerk & Administrative Services
 Florida Public Service Commission
 2540 Shumard Oak Boulevard
 Tallahassee, FL 32399-0870

RECEIVED-FPSC
 08 JUN -5 PM 1:14
 COMMISSION
 CLERK

**RE: Redes Modernas de la Frontera SA de CV
 Florida IXC Registration**

Dear Ms. Cole:

Enclosed please find the original and two (2) copies of the Florida IXC Registration Form for an Interexchange Carrier submitted on behalf of Redes Modernas de la Frontera SA de CV. Also included is the Company's proposed tariff outlining the services and rates. This tariff is dated to become effective on June 6, 2008.

Questions regarding this filing may be directed to my attention at (407) 740-3031 or via e-mail at stthomas@tminc.com. Please acknowledge receipt of this filing by date stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided for that purpose. Thank you for your assistance.

Sincerely,

Sharon Thomas
 Consultant to Redes Modernas de la Frontera SA de CV

ST/im
 Enclosure

cc: Mr. Juan Jaime Carreon Contreras - Redes Modernas.
 file: Redes Modernas - FL - IXC
 tms: FLI0801

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DOCUMENT NUMBER-DATE
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 FPSC-COMMISSION CLERK

FLORIDA IXC REGISTRATION FORM

Company Name REDES MODERNAS DE LA FRONTERA SA de CV

Florida Secretary of State Registration No. F07000006101

Fictitious Name(s) as filed at Fla. Sec. of State

Company Mailing Name REDES MODERNAS DE LA FRONTERA SA de CV

Mailing Address Nevado de Toluca # 145

Colonia: Urdiales, Monterrey Nuevo Leon, CP 64430 Mexico

Web Address Not Available

E-mail Address jaimecarreon@redesmf.com

Physical Address Nevado de Toluca # 145

Colonia: Urdiales, Monterrey Nuevo Leon, CP 64430 Mexico

Company Liaison Juan Jaime Carreon Contreras

Title President

Phone 011-52-81-311-0358

Fax Not Yet Available

E-mail address jaimecarreon@redesmf.com

Consumer Liaison to PSC Juan Jaime Carreon Contreras

Title President

Address Nevado de Toluca # 145

Colonia: Urdiales, Monterrey Nuevo Leon, CP 64430 Mexico

Phone 011-52-81-311-0358

Fax Not Yet Available

E-mail address jaimecarreon@redesmf.com

My company's tariff as required in Section 364.04, Florida Statutes, is enclosed with this form. I understand that my company must notify the Commission of any changes to the above information pursuant to Section 364.02, Florida Statutes. My company will owe Regulatory Assessment Fees for each year or partial year my registration is active pursuant to Section 364.336, Florida Statutes. My company will comply with Section 364.603, Florida Statutes, concerning carrier selection requirements, and Section 364.604, Florida Statutes, concerning billing practices.

Signature of Company Representative

25 April 2008

Date

Effective: 07/15/2003

Juan Jaime Carreon Contreras, President

Printed/Typed Name of Representative

DOCUMENT NUMBER-DATE

04798 JUN-5 8

FPSC-COMMISSION CLERK

REDES MODERNAS DE LA FRONTERA SA de CV

EXHIBIT A

Articles of Incorporation & Secretary of State Certificate

DOCUMENT NUMBER-DATE

04798 JUN-5 8

FPSC-COMMISSION CLERK



December 14, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

REDES MODEMAS DE LA FRONTERAS SA DE CV CORPORATION
NEVADO DE TOLUCA #145: COLONIA
MONTERRET NUEVO LEON
CP 64430 MEXICO,

Qualification documents for REDES MODEMAS DE LA FRONTERAS SA DE CV CORPORATION were filed on December 5, 2007 and assigned document number F07000006101. Please refer to this number whenever corresponding with this office.

Your corporation is now qualified and authorized to transact business in Florida as of the file date.

This document was electronically received and filed under FAX audit number H07000292848.

A corporation annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-4933 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please contact this office at (850) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section
Division of Corporations

Letter Number: 007A00070110

P.O BOX 6327 - Tallahassee, Florida 32314

DOCUMENT NUMBER-DATE

04798 JUN -5 08

FPSC-COMMISSION CLERK

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Redes Modernas de la Frontera SA de CV Corporation
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Mexico 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 01/27/2005 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)


7. Nevado de Toluca #145, Colonia: Urdiales, Monterrey Nuevo Leon, CP 84430 Mexico
(Principal office address)
Nevado de Toluca #145, Colonia: Urdiales, Monterrey Nuevo Leon, CP 84430 Mexico
(Current mailing address)

8. Telecommunication services
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: NRAI Services, Inc.
Office Address: 2731 Executive Park Dr., Ste 4
Weston, Florida 33331
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NRAI Services, Inc.

(Registered agent's signature) Chelsea Bialowas, Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Juan Jaime Carreon Contreras

Address: Navado de Toluca #145, Colonia: Urdiales, Monterrey Nuevo Leon, CP 64430 Mexico

Director: _____

Address: _____

B. OFFICERS

President: Juan Jaime Carreon Contreras

Address: Navado de Toluca #145, Colonia: Urdiales, Monterrey Nuevo Leon, CP 64430 Mexico

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Director or Officer listed in number 12 of the application)

14. Juan Jaime Carreon Contreras, President
(Typed or printed name and capacity of person signing application)



GEC GROUP, LLC
GLOBAL ENTITY CONSULTING



I, Alina Silvers, certify that the foregoing is a true and accurate translation of Registration Information as issued by the Public Registry of Commerce, First District of Neuvo Laredo, Tamualipas State, Mexico with regard to 'Redes Modernas de la Frontera.'

Alina Silvers

State of Florida
County of Broward

The foregoing instrument was acknowledged before me this 12th day of December, 2007, by Alina Silvers.

Kathleen A. Lax

Notary Seal

Personally Known _____ OR Produced Identification
Type of Identification Produced drivers license



2731 Executive Park Drive, Suite 4
Weston, Florida 33331
www.gecgrp.com

An Affiliate of National Registered Agents, Inc. HI07000292848

H07000292848

To whom it may concern:

I, Abraham Munoz Montoya, director of the regional office of the First District, the Public Registry of Commerce, with respect communicate:

In response to your solicitation , the verification of the moral standing of the entity "Redes Modernas De La Frontera, S.A. De C.V." subscribed under the registry number 54, volume 1-002, First Book, on 14th of February, 2005, has been researched and verified and with respect to the registry findings concludes:

The commercial entity of the mercantile society aforementioned is registered as required in this office.

The aforementioned entity has provided with certainty its legal obligations as required to this office.

Nuevo Laredo, Tamaulipas, 10th of December, 2007

Lic. Abraham Munoz Montoya
Director of the regional office of the
Public Registry of Commerce

Secretary General of the Government
Public Registry of Property and of Commerce

H07000292848



H07000292848

A QUIEN CORRESPONDA:

LIC. ABRAHAM MUÑOZ MONTOYA, JEFE DE LA OFICINA REGIONAL DEL PRIMER DISTRITO, DEL REGISTRO PUBLICO DEL COMERCIO, CON EL DEBIDO RESPETO COMUNICO.

EN CONTESTACION A SU SOLICITUD, DE VERIFICACION DE SOCIEDAD DE LA PERSONA MORAL DENOMINADA "REDES MODERNAS DE LA FRONTERA, S.A. DE C.V." ASENTADA BAJO EL NUMERO 54, VOLUMEN 1-002, LIBRO PRIMERO, DE FECHA 14 DE FEBRERO DE 2005. UNA VEZ HECHA LA BUSQUEDA PARA SU VERIFICACION Y CONSTANCIA SEGUN LOS ANTECEDENTES REGISTRALES QUE SE SEÑALAN:

SE HACE CONSTAR QUE LA SOCIEDAD MERCANTIL ANTERIORMENTE MENCIONADA SE ENCUENTRA DEBIDAMENTE INSCRITA EN ESTA OFICINA A MI CARGO.

EXPIDIÉNDOSE LA ANTERIOR CONSTANCIA PARA QUE SURTA SUS EFECTOS LEGALES A QUE HAYA LUGAR.

NUEVO LAREDO, TAMAULIPAS, A 10 DE DICIEMBRE DE 2007




LIC. ABRAHAM MUÑOZ MONTOYA,
JEFE DE LA OFICINA REGIONAL DEL
REGISTRO PÚBLICO DE COMERCIO



Secretaría General de Gobierno
Dirección de Registro Público de la Propiedad y de Comercio
Edificio Gubernamental "Tiempo Nuevo" Blvd. Emilio Portes Gil No. 1260 Pta.
Cd. Victoria, Tamaulipas
Tel. (834) 318-1110 318-1111
<http://www.tamaulipas.gob.mx>

H07000292848

Form 301
(Revised 1/86)
Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512/463-5709
Filing Fee: \$750



This space reserved for office use.

**Application for
Registration of a
Foreign For-Profit
Corporation**

FILED
In the Office of the
Secretary of State of Texas
DEC 05 2007
Corporations Section

1. The entity is a foreign for-profit corporation. The name of the entity is:

Redes Modernas de la Frontera SA de CV

2A. The name of the corporation in its jurisdiction of formation does not contain the word "corporation," "company," "incorporated," or "limited" (or an abbreviation thereof). The name of the corporation with the word or abbreviation that it elects to add for use in Texas is:

Redes Modernas de la Frontera SA de CV Corporation

2B. The corporation name is not available in Texas. The assumed name under which the corporation will qualify and transact business in Texas is:

3. Its federal employer identification number is: _____

Federal employer identification number information is not available at this time.

4. It is incorporated under the laws of: (set forth state or foreign country) Mexico

and the date of its formation in that jurisdiction is: 01/27/2005
mm/dd/yyyy

5. As of the date of filing, the undersigned certifies that the foreign corporation currently exists as a valid corporation under the laws of the jurisdiction of its formation.

6. The purpose or purposes of the corporation that it proposes to pursue in the transaction of business in Texas are set forth below. The corporation also certifies that it is authorized to pursue such stated purpose or purposes in the state or country under which it is incorporated.

Telecommunication services

7. The date on which the foreign entity intends to transact business in Texas, or the date on which the foreign entity first transacted business in Texas is: upon qualification
mm/dd/yyyy

8. The principal office address of the corporation is:

<u>Nevalo de Toluca #145, Colonia: Urdiales</u>	<u>Monterrey</u>	<u>NL</u>	<u>MX</u>	<u>CP 64430</u>
<small>Address</small>	<small>City</small>	<small>State</small>	<small>Country</small>	<small>ZipCode</small>

Complete item 9A or 9B, but not both. Complete item 9C.

9A. The initial registered agent is an organization (cannot be entity named above) by the name of:
National Registered Agents, Inc.

OR

9B. The initial registered agent is an individual resident of the state whose name is:

First Name *M.I.* *Last Name* *Suffix*

9C. The business address of the registered agent and the registered office address is:

16055 Space Center, Suite 235 Houston TX 77062

Street Address

City

State

Zip Code

10. The corporation hereby appoints the Secretary of State of Texas as its agent for service of process under the circumstances set forth in section 5.251 of the Texas Business Organizations Code.

11. The name and address of each person on the board of directors is:

Director 1				
Juan Jaime Carroon		Contreras		
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
Nevado de Toluca #145, Colonia: Urdiales	Monterrey	NL	MX	CP 64430
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>
Director 2				
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>
Director 3				
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>
Director 4				
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

Supplemental Provisions/Instruments

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

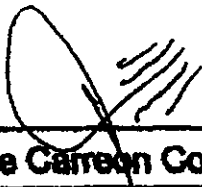
Effective Date of Filing (Select either A, B, or C.)

- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: _____
The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: 02/12/07



Juan Jaime Carreon Contreras, President

Signature and title of authorized person on behalf of the foreign entity



ESTADO DE TAMAULIPAS

REGISTRO PUBLICO DE LA PROPIEDAD Y DE COMERCIO



APENDICE

NUEVO LAREDO, TAMPS., A 14 de FEBRERO de 2005
SE INSCRIBE:

CONSTITUCION DE SOCIEDAD

Tipo de sociedad mercantil: SOCIEDAD ANONIMA

Modalidad de capital: V

Por escritura numero: 4243, Volumen: 89, De fecha: 27 DE ENERO DE 2005, Clave de
Fidatario: 90

Lic.: LIC. RICARDO DE LA FUENTE TELLEZ, Municipio: NUEVO LAREDO, Estado: TAMAULIPAS

Sociedad

REDES MODERNAS DE LA FRONTERA, S.A. DE C.V.

Con duracion: 99

Domicilio: NUEVO LAREDO, TAMAULIPAS.

Objeto social

- 1.- EL DISEÑO, INSTALACION, SOPORTE TECNICO Y ASESORIA EN TODO TIPO DE SISTEMAS DE COMUNICACION E INFORMATICA, ASI COMO LA IMPLEMENTACION DE TODO TIPO DE REDES Y EN GENERAL TODO AQUEL SERVICIO QUE SE DERIVE DE LO ANTERIORMENTE MENCIONADO.
- 2.- COMPRAR Y VENDER TODA CLASE DE EQUIPOS Y SERVICIOS DE COMUNICACION E INFORMACION NACIONALES Y DE IMPORTACION, COMPUTADORAS, ACCESORIOS Y SISTEMAS, ASI COMO LA PRESTACION DE SERVICIOS DE ASESORIA EN EL AREA DE SISTEMAS, PROGRAMACION Y TELECOMUNICACIONES.
- 3.- COMPRAR Y VENDER EQUIPOS DE TELECOMUNICACIONES E INFORMATICA COMO SON: TELEFONOS, TELEFAX, RUTERADORES, COMPUTADORAS, IMPRESORAS, GRAFICADORES, PARTES PARA LAS MISMAS, ETC.
- 4.- LA COMPRA, VENTA, IMPORTACION, EXPORTACION, COMERCIALIZACION, DISTRIBUCION, DISEÑO, FABRICACION, REPARACION Y MANTENIMIENTO DE TODO TIPO DE EQUIPOS Y PRODUCTOS, APARATOS, SISTEMAS, REDES COMPUTACIONALES Y REPARACIONES NECESARIOS PARA EL OBJETO DE LA SOCIEDAD.
- 5.- LA PRESTACION DE SERVICIOS TECNICOS, PROFESIONALES, DE CONSULTORIA O ASESORIA EN MATERIA DE DIRECCION, ADMINISTRACION, PLANEACION Y EN EL AREA DE COMPUTACION, ASI COMO TODA CLASE DE CURSOS DE APRENDIZAJES YA SEAN MANUALES O COMPUTARIZADOS, ASI COMO TAMBIEN EL ESTABLECIMIENTO, ADMINISTRACION Y OPERACION DE ESCUELAS, CENTROS O PLANTELES PARA LA PRESTACION DE SERVICIOS.
- 6.- COMPRA, VENTA, IMPORTACION, EXPORTACION Y ELABORACION DE TODA CLASE DE LIBROS Y MANUALES COMPUTACIONALES E INFORMATIVOS.
- 7.- LA COMERCIALIZACION DE PAGINAS DE PUBLICIDAD A TRAVES DE MEDIOS O REDES



ESTADO DE TAMAULIPAS

REGISTRO PUBLICO DE LA PROPIEDAD Y DE COMERCIO



APENDICE

- ELECTRONICAS DE COMUNICACION NACIONALES E INTERNACIONALES, INCLUYENDO LA RED INTERNACIONAL DE COMUNICACIONES POR INTERNET.
- 8.- ESTABLECIMIENTO DE REDES DE TELECOMUNICACIONES PARA OFRECER SERVICIOS DE VALOR AGREGADO.
 - 9.- LA CELEBRACION DE TODA CLASE DE CONVENIOS Y CONTRATOS EN GENERAL, RELACIONADOS CON LOS FINES DE LA SOCIEDAD.
 - 10.- OBTENER Y OTORGAR POR CUALQUIER TITULO, PATENTES, MARCAS, NOMBRES COMERCIALES, OPCIONES Y PREFERENCIAS, DERECHOS DE AUTOR, CONCESIONES Y FRANQUICIAS PARA TODO TIPO DE ACTIVIDADES.
 - 11.- DEDICARSE AL COMERCIO EN GENERAL, REPRESENTACIONES Y COMISIONES SOBRE CUALQUIER CLASE DE EFECTOS.
 - 12.- LA PRESTACION O CONTRATACION DE SERVICIOS TECNICOS, CONSULTIVOS Y DE ASESORIA, ASI COMO LA CELEBRACION DE LOS CONTRATOS O CONVENIOS PARA LA REALIZACION DE ESTOS FINES.
 - 13.- PROMOVER, CONSTITUIR, ORGANIZAR, EXPLOTAR Y TOMAR PARTICIPACION EN EL CAPITAL DE TODO GENERO DE SOCIEDADES MERCANTILES, COMERCIALES, DE SERVICIO O DE CUALQUIER INDOLE, TANTO NACIONALES COMO EXTRANJERAS, ASI COMO PARTICIPAR EN SU ADMINISTRACION O LIQUIDACION.
 - 14.- OBTENER O CONCEDER PRESTAMOS, OTORGANDO Y RECIBIENDO GARANTIAS ESPECIFICAS, EMITIR OBLIGACIONES, ACEPTAR, GIRAR, ENDOSAR O AVALAR TODA CLASE DE TITULOS DE CREDITO Y OTORGAR FIANZAS O GARANTIAS DE CUALQUIER CLASE RESPECTO DE LAS OBLIGACIONES CONTRAIDAS O DE LOS TITULOS EMITIDOS O ACEPTADOS POR TERCEROS.
 - 15.- ADQUIRIR, ENAJENAR, FIDUCIAR, TOMAR Y OTORGAR EL USO O GOCE POR CUALQUIER TITULO PERMITIDO POR LA LEY DE TODA CLASE DE BIENES MUEBLES E INMUEBLES.
 - 16.- ADQUIRIR POR CUALQUIER TITULO LOS INMUEBLES NECESARIOS PARA EL OBJETO DE LA SOCIEDAD Y CON EL MISMO FIN DE TOMAR EN ARRENDAMIENTO LOS QUE FUEREN NECESARIOS.
 - 17.- GIRAR EN EL RAMO DE COMISIONES, MEDIACIONES Y ACEPTAR EL DESAMPARO DE REPRESENTACIONES DE NEGOCIACIONES DE TODA ESPECIE.
 - 18.- ADQUIRIR Y EXPLOTAR TODA CLASE DE DERECHOS DE PROPIEDAD, INDUSTRIAL O INTELLECTUAL, ADQUIRIR, TECNOLOGIA Y ASISTENCIA TECNICA, SECRETOS INDUSTRIALES Y EN GENERAL, EXPLOTAR TODO TIPO DE LICENCIAS O CONCESIONES.
 - 19.- ACTUAR COMO COMISIONISTA EN RELACIONES COMERCIALES, YA SEA CON PERSONAS FISICAS O MORALES, NACIONALES O EXTRANJERAS, TANTO EN TERRITORIO NACIONAL COMO EN EL EXTRANJERO.
 - 20.- FABRICAR, CONSTRUIR, PRODUCIR, ELABORAR Y EN GENERAL, INDUSTRIALIZAR TODA CLASE DE BIENES MUEBLES E INMUEBLES, MERCANCIAS O EFECTOS DE COMERCIO.
 - 21.- ARRENDAR Y SUBARRENDAR TODA CLASE DE EQUIPOS Y SISTEMAS DE INFORMACION EN GENERAL.
 - 22.- IMPORTAR Y EXPLOTAR TODA CLASE DE PRODUCTOS EXTRANJEROS Y DEL PAIS.
 - 23.- LA COMPRA, VENTA, IMPORTACION, EXPORTACION, PRODUCCION, ELABORACION, DISEÑO,



ESTADO DE TAMAULIPAS

REGISTRO PUBLICO DE LA PROPIEDAD Y DE COMERCIO



APENDICE

FABRICACION Y COMERCIALIZACION DE TODO TIPO DE DULCES Y ARTESANIAS.

24.- PRESTAR TODA CLASE DE SERVICIOS TECNICOS PROFESIONALES DE CONSULTORIA O ASESORIA EN MATERIA DE DIRECCION, ADMINISTRACION, PLANEACION Y DESARROLLO, PRODUCCION, VENTAS Y MERCADOTECNIA, FINANZAS Y TESORERIA, RELACIONES INDUSTRIALES, PROCESAMIENTO DE DATOS, Y OTRAS AREAS, RELACIONADAS CON LA EMPRESA, YA SEAN DE CARACTER TECNICO, ECONOMICO, JURIDICO, CONTABLE O DE CUALQUIER OTRA INDOLE.

25.- LA SOCIEDAD PODRA HACER Y PRACTICAR TODOS LOS DEMAS ACTOS DE COMERCIO A QUE PUEDA DEDICARSE LEGITIMAMENTE EN LOS TERMINOS DE LA LEY, UNA SOCIEDAD MERCANTIL MEXICANA.

26.- EN GENERAL, EJECUTAR LOS ACTOS, CELEBRAR LOS CONTRATOS Y/O CONVENIOS, LLEVAR A CABO TODAS LAS OPERACIONES DIRECTA O INDIRECTAMENTE RELACIONADAS CON EL DESARROLLO DE LAS ACTIVIDADES DE LA SOCIEDAD.

27.- REALIZAR LOS SERVICIOS DE SEGURIDAD Y PROTECCION, RECLUTAMIENTO Y SELECCION DE PERSONAL DE SEGURIDAD, PROTECCION PERSONAL Y FAMILIAR, GUARDIAS ESPECIALES, TRASLADOS, CUSTODIO, PROCESO, ENCARTUCHADO, ENSOBRETIADOS, PAGO O ENTREGAS ESPECIALES DE VALORES, DOTACION, CONCENTRACION, MANEJO Y ADMINISTRACION DE CAJEROS AUTOMATICOS, COMPRAR, VENDER, ARRENDAR, ENSAMBLAR, ADAPTAR EQUIPO Y MATERIAL BLINDADO PARA UNIDADES DE TRANSPORTE DE VALORES O DE PERSONAL, COMERCIALIZAR CON TODA CLASE DE EQUIPO DE SEGURIDAD, ASESORIAS, CAPACITACION, CURSO BASICO DE PROTECCION, CURSO INTERMEDIO DE PROTECCION, MANEJO DE SITUACIONES CRITICAS (PARA AGENTES DE SEGURIDAD) CURSO PARA CUSTODIOS EJECUTIVOS (ESCOLTAS), CURSO BASICO DE TIRO, CURSO DE TIRO COMBATE, COMBATE DE CUERPO PARA EJECUTIVOS, COMBATE BASTON POLICIACO Y ACONDICIONAMIENTO FISICO. TODOS LOS ANTERIORES OBJETIVOS DEBERAN REALIZARSE CUANDO ASI SE REQUIERA CON LAS AUTORIZACIONES D EIA DEPENDENCIAS CORRESPONDIENTES.

Nacionalidad: MEXICANA

Capital social minimo: \$50,000.00

Desglose de capital fijo/variable: , Tipo de capital: VARIABLE, Valor de la accion: 500, Numero acciones: 100

Acciones suscritas como sigue:

REYESVERA, CASTELLANOS, JORGE, Rfc/fecha nacimiento: RECJ-630315-001, No. acciones: 1.

Monto total: 500, Tipo capital: VARIABLE

CARRON, CONTRERAS, JUAN JAIME, Rfc/fecha nacimiento: CACJ-700723-828, No. acciones:

99, Monto total: 49500, Tipo capital: VARIABLE

Extranjeros (ADMISION / EXCLUSION): EXCLUSION

Administracion a cargo de: UNICO

Administrador unico: JUAN JAIME CARRON CONTRERAS

Con facultades para

1.- REPRESENTAR A LA SOCIEDAD CON PODER GENERAL PARA PLEITOS Y COBRANZAS.



ESTADO DE TAMAULIPAS

REGISTRO PUBLICO DE LA PROPIEDAD Y DE COMERCIO



APENDICE

- 2.- ADMINISTRAR LOS NEGOCIOS Y BIENES DE LA SOCIEDAD CON PODER GENERAL.
- 3.- CELEBRAR Y EJECUTAR ACTOS DE DOMINIO.
- 4.- PODER GENERAL CAMBIARIO.

TAMAULIPAS STATE

Registration Public of the Property and of Trade

Schedule

Section	Number	Volume	Book	Date	Office inspector or Municipality
TRADE	54	1-002	FIRST	14/02/2005	1 NUEVO LAREDO

NUEVO LAREDO, TAMAULIPAS, FEBRUARY 14th, 2005
IT REGISTERS:

CONSTITUTION OF SOCIETY

Type of mercantile society: ANONYMOUS SOCIETY

Modality of capital: V

For writing number: 4243, Volume: 89, Date January 27th, 2005, Key of testifier: 90

Atty.: ATTY. RICARDO DE LA FUENTE TELLEZ, Municipality: NUEVO LAREDO, State:
TAMAULIPAS

Society

REDES MODERNAS DE LA FRONTERA, S. A. DE C. V.

With duration: 99

Address: NUEVO LAREDO, TAMAULIPAS.

Social object

1. - DESIGN, INSTALLATION, TECHNICAL SUPPORT AND CONSULTANTSHIP IN ALL TYPE OF SYSTEMS OF COMMUNICATION AND COMPUTER SCIENCE, AS WELL AS THE IMPLEMENTATION OF ALL TYPE OF NETS AND IN GENERAL ENTIRE SERVICE THAT IS DERIVED OF IT PREVIOUSLY MENTIONED.
2. - PURCHASE AND SALE ALL KIND OF EQUIPMENTS AND SERVICES OF COMMUNICATION AND INFORMATION NATIONAL AND OF IMPORT, COMPUTERS, ACCERSORIES AND SYSTEMS, AS WELL AS THE BENEFIT OF SERVICES OF CONSULTANTSHIP IN THE AREA OF SYSTEMS, PROGRAMMING AND TELECOMMUNICATIONS.
3. - PURCHASE AND SALE EQUIPMENTS OF TELECOMMUNICATIONS AND COMPUTER SCIENCE AS THEY ARE: TELEPHONES, TELEFAX, RUTERS, COMPUTERS, PRINTERS, GRAPHERS, PARTS FOR THE SAME ONES, ETC.
4. - PURCHASE, SALE, IMPORT, EXPORT, COMMERCIALIZATION, DISTRIBUTION, DESIGN, PRODUCTION, REPAIR AND MAINTENANCE OF ALL TYPE OF EQUIPMENTS AND PRODUCTS, INSTRUMENTS, SYSTEMS, COMPUTER SCIENCE NETS AND NECESSARY SPARE PARTS FOR THE OBJECT OF THE SOCIETY.
5. - THE BENEFIT OF TECHNICAL SERVICES, PROFESSIONALS, OF CONSULT OR CONSULTANTSHIP IN MATTER OF MANAGEMENT, ADMINISTRATION, PLANNING AND IN THE AREA OF COMPUTER SCIENCE, AS WELL AS ALL KINDS OF COURSES OF LEARNING ALREADY MANUAL OR ON-LINE, AS WELL AS THE ESTABLISHMENT, ADMINISTRATION AND OPERATION OF SCHOOLS, CENTERS OR FACILITIES FOR THE BENEFIT OF SERVICES.
6. - PURCHASE, SALE, IMPORT, EXPORT, AND ELABORATION OF ALL KINDS OF BOOKS AND MANUAL OF COMPUTER SCIENCE AND INFORMATIVE.
7. - COMMERCIALIZATION OF PUBLICITY PAGES TO INCLINATION OF MEANS OR NATIONAL AND INTERNATIONAL ELECTRONIC NETS OF COMMUNICATION, INCLUDING THE INTERNATIONAL NET OF COMMUNICATIONS BY INTERNET.
8. - ESTABLISHMENT OF NETS OF TELECOMMUNICATIONS TO OFFER SERVICES OF ADDED VALUE.
9. - CELEBRATION OF ALL KINDS OF AGREEMENTS AND CONTRACTS IN GENERAL, RELATED WITH THE ENDS OF THE SOCIETY.
10. - TO OBTAIN AND TO GRANT FOR ANY TITLE, PATENTS, BRANDS, COMMERCIAL NAMES, OPTIONS AND PREFERENCES, RIGHTS OF AUTHOR, CONCESSIONS AND FRANK FOR ALL TYPE OF ACTIVITIES.

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11. - TO BE DEVOTED TO THE TRADE IN GENERAL, REPRESENTATIONS AND COMMISSIONS ON ANY KINDS OF EFFECTS.
12. - BENEFIT OR RECRUITING OF TECHNICAL SERVICES, ADVISORY SERVICES AND OF CONSULTANTSHIP, AS WELL AS THE CELEBRATION OF THE CONTRACTS OR AGREEMENTS FOR THE REALIZATION OF THESE ENDS.
13. - TO PROMOTE, TO CONSTITUTE, TO ORGANIZE, TO EXPLODE AND TO TAKE PARTICIPATION IN THE CAPITAL OF ALL GENDER OF MERCANTILE SOCIETIES, COMMERCIAL, OF SERVICE OR OF ANY NATURE, SO MUCH NATIONAL AS FOREIGNERS, AS WELL AS TO PARTICIPATE IN THEIR ADMINISTRATION OR LIQUIDATION.
14. - TO OBTAIN OR TO GRANT LOANS, GRANTING AND RECEIVING SPECIFIC GUARANTEES, TO EMIT OBLIGATIONS, TO ACCEPT, TO ROTATE, TO ENDORSE OR TO UNDERWRITE ALL CLASS OF HOLDING OF CREDIT AND TO GRANT DEPOSITS OR GUARANTEES OF ANY CLASS CONCERNING OF THE CONTRACTED OBLIGATIONS OR OF THE EMITTED TITLES OR ACCEPTED BY THIRDS.
15. - TO ACQUIRE, TO ALIENATE, TO TRUST, TO TAKE AND TO GRANT THE USE OR ENJOYMENT FOR ANY ALLOWED TITLE FOR THE LAW OF ALL TYPE OF MOVABLE GOODS AND PROPERTIES.
16. - TO ACQUIRE FOR ANY TITLE THE NECESSARY PROPERTIES FOR THE OBJECT OF THE SOCIETY AND WITH THE SAME END OF TAKING IN LEASE THOSE THAT WERE NECESSARY.
17. - TO ROTATE IN THE FIELD OF COMMISSIONS, MEDIATIONS AND TO ACCEPT THE ACTING OF REPRESENTATIONS OF NEGOTIATIONS OF ALL SPECIES.
18. - TO ACQUIRE AND TO EXPLOIT ALL KINDS OF RIGHTS OF PROPERTY, INDUSTRIAL OR INTELLECTUAL, TO ACQUIRE, TECHNOLOGY AND TECHNICAL ATTENDANCE, INDUSTRIAL SECRETS AND IN GENERAL, TO EXPLOIT ALL TYPE OF LICENSES OR CONCESSIONS.
19. - TO ACT AS COMMISSION AGENT IN COMMERCIAL RELATIONSHIPS, EITHER WITH PERSONS OR COMPANIES, NATIONAL OR FOREIGN, SO MUCH IN NATIONAL TERRITORY AS ABROAD.
20. - TO MANUFACTURE, TO CONSTRUCT, TO TAKE PLACE, TO ELABORATE AND IN GENERAL, TO INDUSTRIALIZE OF MOVABLE GOODS AND PROPERTIES, GOODS OR EFFECTS OF TRADE.
21. - TO LEASE AND TO SUBLET ALL KINDS OF EQUIPMENTS AND SYSTEMS OF INFORMATION IN GENERAL.
22. - TO IMPORT AND TO EXPORT ALL KINDS OF FOREIGN PRODUCTS AND OF THE COUNTRY.
23. - PURCHASE, SALE, IMPORT, EXPORT, PRODUCTION, ELABORATION, DESIGN, PRODUCTION AND COMMERCIALIZATION OF ALL TYPE OF CANDIES AND CRAFTS.
24. - TO LEND ALL KINDS OF PROFESSIONAL TECHNICAL SERVICES OF CONSULTANCE OR CONSULTANTSHIP IN MATTER OF MANAGEMENT, ADMINISTRATION, PLANNING AND DEVELOPMENT, PRODUCTION, SALE AND MARKETING, FINANCES AND TREASURY, INDUSTRIAL RELATIONSHIPS, PROSECUTION OF DATA AND OTHER AREAS, RELATED WITH THE COMPANY, BE ALREADY OF TECHNICAL, ECONOMIC, JURIDICAL CHARACTER, ACCOUNTANT OR OF ANY OTHER NATURE.
25. - THE SOCIETY WILL BE ABLE TO MAKE AND TO PRACTICE ALL THE OTHER ACTS OF TRADE TO THAT IT CAN BE DEVOTED RIGHTFULLY IN THE TERMS OF THE LAW, A SOCIETY MERCANTILE MEXICAN.
26. - IN GENERAL, TO EXECUTE THE ACTS, TO CELEBRATE THE CONTRATOS AND/OR AGREEMENTS, TO CARRY OUT ALL THE DIRECT OPERATIONS OR INDIRECTLY RELATED WITH THE DEVELOPMENT OF THE ACTIVITIES OF THE SOCIETY.
27. - TO CARRY OUT THE SERVICES OF SECURITY AND PROTECTION, RECRUITMENT AND SELECTION OF PERSONAL OF SECURITY, PERSONAL AND FAMILY PROTECTION, SPECIAL GUARDS, TRANSFERS, CUSTODIAN, PROCESS, OVERCARTRIDGE, OVERENVELOPMENTS, PAYMENT OR SPECIAL DELIVERIES OF VALUES, ENDOWMENT, CONCENTRATION, HANDLING AND ADMINISTRATION OF AUTOMATIC CASHIERS, TO BUY, TO SELL, TO LEASE, TO ASSEMBLE, TO ADAPT TEAM AND ARMORED MATERIAL FOR UNITS OF TRANSPORT OF VALUES OR OF PERSONAL, TO MARKET WITH ALL KINDS OF EQUIPMENTS OF SECURITY, CONSULTANTSHIPS, TRAINING, BASIC COURSE OF

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PROTECTION, MEDIUM COURSE OF PROTECTION, HANDLING OF CRITICAL SITUATIONS (FOR AGENTS OF SECURITY) COURSE FOR EXECUTIVE CUSTODIANS (SPECIAL GUARDS OR ESCORT), BASIC COURSE OF SHOT, COURSE OF SHOT COMBAT, COMBAT OF BODY FOR EXECUTIVES, POLICE CANE, AND PHYSICAL CONDITIONING COMBAT.

ALL THE PREVIOUS OBJECTIVES WILL BE CARRIED OUT WHEN IT IS REQUIRED THIS WAY WITH THE AUTHORIZATIONS OF THE CORRESPONDING DEPENDENCES.

Nationality: MEXICAN

Social Capital minimum: \$50,000.00

Remove of capital fixed/variable: capital Type: VARIABLE, Value of the share: 500, Number of shares: 100

Shares subscribed as it continues:

REYESVERA, CASTELLANOS, JORGE, Rfc/date of birth: RECJ-630215-GG1, Number of shares: 1,

Total Amount: 500, capital Type: VARIABLE

CARREON, CONTRERAS, JUAN JAIME, Rfc/date of birth: CACJ-700723-B28, Number of shares 99,

Total Amount: 49500, capital Type: VARIABLE

Foreigners (ADMISSION / EXCLUSION): EXCLUSION

Administration in charge: UNIQUE

Unique administrator: JUAN JAIME CARREON CONTRERAS

With abilities for:

1. - TO REPRESENT TO THE SOCIETY WITH GENERAL AUTHORITY FOR CASES AND COLLECTIONS.
- 2.- TO ADMINISTER THE BUSINESS AND GOODS OF THE SOCIETY WITH GENERAL AUTHORITY
- 3.- TO TAKE PLACE AND TO EXECUTE ACTS OF DOMAIN.
- 4.- EXCHANGE GENERAL AUTHORITY.

REDES MODERNAS DE LA FRONTERA SA de CV

EXHIBIT B

Proposed Tariff

*Tariff forwarded to Corp.
R.V.N
6/5/08*