

Roman 38820

LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)
 3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CALA WIRELESS, INC.
 (Corporation Name) (Document #)

2. _____
 (Corporation Name) (Document #)

3. _____
 (Corporation Name) (Document #)

4. _____
 (Corporation Name) (Document #)

Walk in Pick up time 2:00

Certified Copy

Mail out Will wait

Photocopy

Certificate of Status

RECEIVED 00 APR 18 PM 2:39
 DEPT. OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA
 SECRETARY OF STATE

FILED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

ARTICLES OF INCORPORATION FOR
CALA WIRELESS, INC.

FILED
00 APR 18 PM 2:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned does hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

I

NAME OF CORPORATION

The name of the corporation shall be CALA WIRELESS INC., whose address is located at 1900 S. Treasure Dr., N. Bay Village, Florida 33141.

II

COMMENCEMENT AND DURATION

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

III

PURPOSES

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

IV

CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of stock at \$1 par value.

V

REGISTERED AGENT

The address of this Corporation's initial registered office is at 3191 Coral Way, Suite 800, Miami, Florida 33145 and the name of the registered agent at said address is Patrick Vilar.

VI

INCORPORATOR

The name and address of the incorporator is as follows:

Patrick Vilar, Esq.
3191 Coral Way, Suite 800
Miami, Florida 33145
Tel. (305) 443-0200

VII

BOARD OF OFFICERS

All corporate powers shall be exercised by and under the authority of, and the business affairs of the Corporation shall be managed under the direction of, the Board of Officers. The number of Officers may be increased or decreased from time to time in accordance with the By-Laws of the Corporation but shall never be less than one. The name and address of the initial Directors of this Corporation are:

Juan Antonio Garcia
President
1900 S. Treasure Dr.
N. Bay Village, FL 33141
Tel.(305)866-0978

Maria Rosa Alejo
Vice President
1900 S. Treasure Dr.
N. Bay Village, FL 33141
Tel.(305)866-0978

VIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX

INFORMAL OFFICER ACTION

If all of the Officer severally or collectively consent in writing to any action taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Officers.

X

INDEMNIFICATION

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

XI

BYLAW AMENDMENT

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

XII

AMENDMENT OF ARTICLES

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this ___ day of _____, 20__.

Patrick Vilar
Patrick Vilar, Incorporator

Patrick Vilar
Patrick Vilar, Registered Agent

STATE OF FLORIDA)) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Patrick Vilar, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 7th day of April, 2002.

Dannett Morfa
NOTARY PUBLIC
State of Florida at Large,

My Commission expires:



