

P96000096395

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Buenos Aires Celular Inc
(Proposed corporate name - must include suffix)

400002009844--4
-11/20/96--01076--015
****131.25 ****131.25

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

96 NOV 20 PM 4: 19
FILED
TALLAHASSEE, FLORIDA

FROM: Cristian Abrate
Name (printed or typed)

2999 NE 191 St. Suite 603
Address

Aventura FL 33180
City, State & Zip

(305) 935-
Daytime Telephone number

AL NOV 25 1996

NOTE: Please provide the original and one copy of the articles.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BUENOS AIRES CELULAR INC.**

The undersigned, acting as Incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE I NAME

The name of the Corporation is Buenos Aires Celular Inc.

ARTICLE II PRINCIPAL OFFICE

The principal office of the Corporation is at 2999 N.E. 191st Street Aventura, In Dade County, State of Florida.

ARTICLE III REGISTERED AGENT

The registered agent for the Corporation is Cristian Abratte and the address to be used for service to the Corporation shall be 2999 N.E. 191st Street, Suite 603, Aventura, Florida 33180.

ARTICLE IV BOARD OF DIRECTORS

(I) The Corporation shall have a minimum of (1) director, and shall have one (1) directors initially. The number of directors may be increased from time to time by amendment of the By-laws

(II) The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until its successors are elected and qualify are:

President
Cristian Abratte
2999 N.E. 191st Street, Suite 603
Aventura, FL 33180

Vice-President
Vera Djukich
2999 N.E. 191st Street, Suite 603
Aventura, FL 33180

ARTICLE V INCORPORATOR

The names and addresses of the incorporators are as follows:

Cristian Abratte
2999 N.E. 191st Street, Suite 603
Aventura, FL 33180

Vera Djukich
2999 N.E. 191st Street, Suite 603
Aventura, FL 33180

ARTICLE VI DURATION

The Corporation shall have perpetual existence.

ARTICLE VII PURPOSES

The purposes for which this Corporation is organized is to engage in any and all lawful busines

ARTICLE VIII POWERS

The corporation may exercise any powers, without limitation whatsoever, which a Corporation may legally exercise under the laws of the state of Florida where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

- (A) To elect or appoint officers and agents of the Corporation and to fix their compensation;
- (B) To act as an agent for any individual, association, partnership, corporation or other legal entity;
- (C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;
- (D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the corporation;
- (E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE IX CAPITAL STOCK.

Section 1. Authorized shares. The total number of shares which this Corporation is authorized to issue is One Hundred (100)

Section 2. Preemptive rights. Except as may otherwise be provided by the board of directos, no holder of any shares of the stock of the corporation shall have any preemptive right to purchase, suscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

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ARTICLE X COMMENCEMENT OF BUSINESS

The minimum amount of capital with which the Corporation will commence business is One Thousand dollars (\$1,000.00)

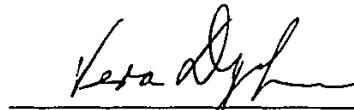
ARTICLE XI INTERESTED DIRECTOS

No contract or transaction between this Corporation and any of its directors, or between this Corporation and any of its directos, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the board shall have nonetheless ratified and approved such contract and transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification of approval is given. If the interest of such director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or director's interest, be submitted for the approval of or ratification by the stockholders.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this
15th day of November, 1996.



Cristian Abratte
2999 N.E. 191st Street, Suite 603
Aventura, FL 33180



Vera Djukich
2999 N.E. 191st Street, Suite 603
Aventura, FL 33180

I understand, accept and assume the duties and responsibilities
of the position of Registered Agent of the aforementioned Corporation.



Cristian Abratte
2999 N.E. 191st Street, Suite 603
Aventura, FL 33180