

P98000081244

Enio Gasparin
 c/o ALL CELL CORP
 7337 N.W. 54 Street
 Miami, Florida 33166-4831

City/State/Zip

Office Use Only

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

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input 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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 -09/16/98-01058-015
 ***122.50 ***122.50

FILED
 98 SEP 16 PM 2:49
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Examiner's Initials	
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98 SEP 16 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF ALL CELL CORP.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is :

ALL CELL CORP.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be :

- a) To be engaged in the business of Import, Export and Distribution of Cellular Phones, Beepers and other Communication Equipment.

- b) To carry on any lawful business necessary or incidental to the attainment of the objects of the corporation whether or not such business is similar in nature to the objects enumerated herein.

- c) In general, to engage in any business in which a natural person is allow to do and which is not contrary to the Laws of the State of Florida or the United States of America.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is :

50 (Fifty) Shares of Common Stock No Par Value

All the aforementioned stock is to be issued as fully paid for and exempt from assesment.

The capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the incorporators or by the

directors at a meeting called for such purpose.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation shall begin is not less than :

\$ 1,000.00 (ONE THOUSAND DOLLARS AND -----00/100)

ARTICLE V. TERM OF EXISTANCE

This corporation is to exist perpetually.

ARTICLES VI. ADDRESS, REGISTERED OFFICE AND REGISTERED AGENT

The initial post office address of this corporation in the State of Florida is : 7337 N.W. 54 Street
Miami, Florida 33166-4831

The Board of Directors may from time to time move the principal office to any other address in Florida.

The name and post office address of the REGISTERED AGENT of the corporation is : Enio Gasparin
7337 N.W. 54 Street
Miami, Florida 33166-4831

ARTICLE VII. DIRECTORS

This corporation shall have 2 director(s) INITIALLY.

The number of directors may be increased or diminished from time to time in such manner as may be prescribed by the by-laws, but shall never be less than ONE.

ARTICLE VIII. INITIAL DIRECTORS

The name and post office addresses of the members of the first Board of Directors are :

Enio Gasparin, residing at 404 S.W. 134 Court, Miami, Florida 33184
Eduardo Hevia, residing at 4181 SW 141 Pl., Miami, Florida 33175

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said Act :

FIRST.- That ALL CELL CORP

Desiring to organize under the laws of the State of Florida with its prin-
cipal office as indicated in the Articles of Incorporation at the City of
Miami, County of Dade, State of Florida has named :

located at Enio Gasparin
 7337 N.W. 54 Street
 Miami, Florida 33166-4831

as its REGISTERED AGENT to accept service of process within this State.

ACKNOWLEDGMENT :

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISION
OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

Enio Gasparin

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA