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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

LIMITED LIABILITY COMPANY

G.S.M. CELL, L.L.C.

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ARTICLES OF INCORPORATION OF G.S.M. CELL,
LIMITED LIABILITY COMPANY

The undersigned desiring to form a Limited Liability Company under and pursuant to Section 608.404 of the Limited Liability Act, pursuant to Chapter 608 of the Florida Statutes, of the State of Florida, do hereby certify as follows:

FIRST: The name of said limited liability company shall be, G.S.M. CELL, L.L.C., and the mailing address and the street address of the principal office of the limited liability company shall be 10277 NW 52 Lane, Miami, Florida 33178.

SECOND: G.S.M. CELL, L.L.C. shall have a perpetual duration from the date of filing of these Articles of Organization.

THIRD: The purposes for which G.S.M. CELL, L.L.C. is formed are:

- (A) to purchase, sell, distribute, invest in, import and export, manufacture and otherwise deal with a variety of products such as cellular phones, accessories for cellular phones, and to act as wholesaler for the above mentioned products; and
- (B) to engage in such other lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Statutes of the State of Florida.

FOURTH: The maximum number of ownership units which G.S.M. CELL, L.L.C. is authorized to have outstanding is one hundred (100), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

FIFTH: The limited liability company shall be manager-managed and will have two (2) Members:

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Name: Antonio J. Roche

Percentage of Ownership: 80%

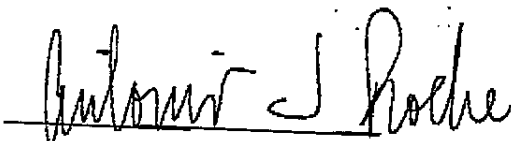
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Name: Alberto I. Poleo

Percentage of Ownership: 20%

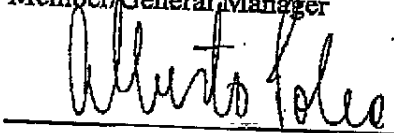
SIXTH: The name and mailing address of the company's registered agent is ANTONIO J. ROCHE, whose mailing address is 10277 NW 52 Lane Miami, Florida 33178.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 26th day of December, 2000.



By: ANTONIO J. ROCHE

Member/General Manager



By: ALBERTO I. POLEO

Member/General Manager

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Designation and Acceptance of Registered Agent

Pursuant to the provisions of Florida Statutes, the undersigned limited liability Company organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the limited liability Company is G.S.M. CELL. LLC.
2. The name of the registered agent is ANTONIO J. ROCHE.
3. The address of the registered agent/principal office is 10277 NW 52 Lane, Miami, Florida 33178.

Acceptance

Having been named as registered agent and designated to accept service of process for the above limited liability company, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



By: ANTONIO J. ROCHE

Date: December 26, 2000

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