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LIMITED LIABILITY COMPANY

cell for less, llc

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 21, 2004

EMPIRE CORPORATE KIT COMPANY

SUBJECT: CELL FOR LESS, LLC
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**ARTICLES OF ORGANIZATION
OF
CELL FOR LESS, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

ARTICLE I. NAME

The name of the limited liability company is Cell for Less, LLC (the "Company").

ARTICLE II. MAILING AND STREET ADDRESS

The mailing address and street address of the principal office of the Company shall be 520 Brickell Key Drive, No. 501, Miami, Florida 33131, Attention: Ashish Savio Alvares.

ARTICLE III. REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company in the State of Florida is Ashish Savio Alvares, 520 Brickell Key Drive, No. 501, Miami, Florida 33131.

ARTICLE IV. DURATION

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Operating Agreement.

ARTICLE V. PROFITS AND LOSSES

Profits and losses shall be allocated to the members, as provided in the Operating Agreement, duly adopted and as amended from time to time by the members.

ARTICLE VI. RESTRICTIONS ON MEMBERSHIP

No additional members shall be admitted to the Company except in accordance with the terms of the Operating Agreement.

ARTICLE VII. MANAGEMENT

The Company shall be a member-managed limited liability company and shall be managed in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the business and operations of the Company, not inconsistent with Florida law or the Articles.

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ARTICLE VIII. AMENDMENT

The Articles may be amended only in accordance with the terms of the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization on this 17 day of June, 2004.



Ashish Savio Alvares, Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Cell for Less, LLC, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as Registered Agent.



By: _____
Name: Ashish Savio Alvares

Dated: 17 day of June, 2004.

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