

PO00000015409

TRANSMITTAL LETTER

February 5, 2000

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

EFFECTIVE DATE  
2-5-00

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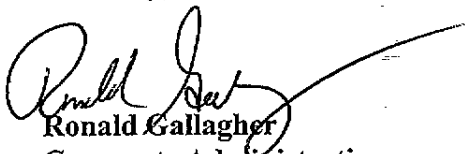
Subject: CellNetUSA, Inc.

Enclosed please find an original and one copy of the articles of incorporation for the above named proposed corporation and our check in the amount of Seventy Dollars (\$70.00).

Please record and return to:

Alron Enterprises, Inc.  
390 Narragansett Street, NE  
Palm Bay, Florida 32907  
(407) 951-7626

Sincerely,

  
Ronald Gallagher  
Corporate Administration

encl.:

FILED  
2000 FEB - 7 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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A. Howell FEB 14 2000

CellNetUSA, Inc.

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2000 FEB -7 PM 12: 42

**ARTICLES OF INCORPORATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**OF**

**CellNetUSA, Inc.**

EFFECTIVE DATE  
2-5-00

The undersigned Incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the Following Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation shall be:

CellNetUSA, Inc.

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business of this corporation shall be:

832 Bellevue Street N.E., Palm Bay, Florida 32907

**ARTICLE III: NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE IV: CAPITAL STOCK**

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock at \$1.00 par value per share.

**ARTICLE V: TERM OF EXISTENCE**

This corporation is to exist perpetually, commencing upon the filing and acknowledgment hereof as provided by Florida State Statute 607.0203.

## **ARTICLE VI: PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE VII: VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

## **ARTICLE VIII: OFFICERS AND DIRECTORS**

The names and street addresses of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successors are elected, is are:

Rene Larralde  
832 Bellevue Street N.E., Palm Bay, Florida 32907

## **ARTICLE IX: INCORPORATOR**

The name and street address of the Incorporator to these articles of incorporation is:

Ronald Gallagher  
390 Narragansett Street N.E, Palm Bay, Florida 32907

## **ARTICLE X: BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

## **ARTICLE XI: APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not law requires such approval.

## **ARTICLE XII: COMPENSATION OF DIRECTORS**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

## **ARTICLE XIII: INDEMNIFICATION**

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

## **ARTICLE XIV: AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

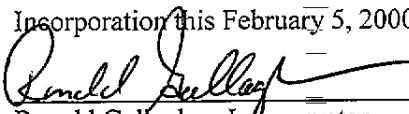
## **ARTICLE XV: I.R.C. SECTION 1244 STOCK**

It is the intent of the Incorporator(s) to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

## **ARTICLE XVI: "S" CORPORATION ELECTION**

It is the intent of the Incorporator(s) to file the appropriate "S" Corporation Internal Revenue Code Election (IRS Form 2553) at the organizational Meeting hereof.

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation this February 5, 2000

  
\_\_\_\_\_  
Ronald Gallagher, Incorporator

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

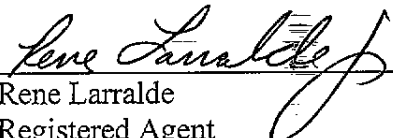
Pursuant to the provisions of Section 607.0501 and 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:  
CellNetUSA, Inc.
2. The name and address of the registered agent and office is:  
Rene Larralde  
832 Bellevue Street N.E., Palm Bay, Florida 32907

FILED  
2000 FEB -7 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Rene Larralde  
Registered Agent  
February 5, 2000