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Requester's Name

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MIAMI FL 33126

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****142.50 *****78.75

Office Use Only

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

1. *Cellular Discount Outlet, Inc.*
(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

☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

☐ Annual Report
☐ Fictitious Name

AMENDMENTS

☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

FILED
00 FEB 18 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

**ARTICLES OF CORP.
OF**

CELLULAR DISCOUNT OUTLET, INC.

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00 FEB 18 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR(S) FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

THE NAME OF THE CORPORATION IS CELLULAR DISCOUNT OUTLET, INC., (HEREINAFTER, "CORPORATION")

ARTICLE II PURPOSE OF BUSINESS

THE CORPORATION SHALL ENGAGE IN RETAIL SALES, WHOLESALE AND EXPORT & IMPORT CELLULAR PHONE & ACCESSORIES.

ARTICLE III PRINCIPAL OFFICE

THE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN 5207 N.W. 74TH AVE., MIAMI, FLORIDA, 33172 AND THE MAILING ADDRESS IS THE SAME.

ARTICLE IV INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR OF THIS CORPORATION IS: ALFREDO A. AMARO, 700 N.W. 111TH PLACE, SUITE # 8 MIAMI, FLORIDA, 33172.

ARTICLE V OFFICERS

PRESIDENT, SECRETARY & TREASURER: ALFREDO A. AMARO

WHOSE ADDRESSES SHALL BE THE SAME AS THE PRINCIPAL OFFICE OF THE CORPORATION.

ARTICLE VI DIRECTOR(S)

THE DIRECTOR(S) OF THE CORPORATION SHALL BE:

ALFREDO A. AMARO

WHOSE ADDRESSES SHALL BE THE SAME AS THE PRINCIPAL OFFICE OF CORPORATION.

ARTICLE VII CORP. CAPITALIZATION

7.1 THE MAXIMUM NUMBER OF SHARES THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS FIVE HUNDRED (500) SHARES OF COMMON STOCK, EACH SHARE HAVING THE PAR VALUE OF ONE DOLLAR (\$1.00).

7.2 NO HOLDER OF SHARES OF STOCK OF ANY CLASS SHALL HAVE ANY PREEMPTIVE RIGHT TO SUBSCRIBE TO OR PURCHASE ANY ADDITIONAL SHARES OF ANY CLASS, OR ANY BONDS OR CONVERTIBLE SECURITIES OF ANY NATURE; PROVIDED, HOWEVER, THAT THE BOARD OF DIRECTOR(S) MAY IN AUTHORIZING THE ISSUANCE OF SHARES OF STOCK OF ANY CLASS, CONFER ANY PREEMPTIVE RIGHT THAT THE BOARD OF DIRECTOR(S) MAY DEEM ADVISABLE IN CONNECTION WITH SUCH ISSUANCE.

7.3 THE BOARD OF DIRECTOR(S) OF THE CORPORATION MAY AUTHORIZE THE ISSUANCE FROM THE TIME TO TIME OF SHARES OF ITS STOCK OF ANY CLASS, WHETHER NOW OR HEREAFTER AUTHORIZED, OR SECURITIES CONVERTIBLE INTO SHARES OF ITS STOCK OF ANY CLASS, WHETHER NOW OR HERARTER AUTHORIZED, FOR SUCH CONSIDERATION AS THE BOARD OF DIRECTOR(S) MAY DEEMADVISABLE, SUBJECT TO SUCH RESTRICTIONS OR LIMITATIONS, IF ANY, AS MAY BE SET FORTH IN THE BYLAWS OF THE CORPORATION.

7.4 THE BOARD OF DIRECTOR(S) OF THE CORPORATION MAY, BY
RESTATED ARTICLES OF CORPORATION, CLASSIFY OR
RECLASSIFY ANY UNISSUED STOCK FROM TIME TO TIME BY
SETTING OF CHANGING THE PREFERENCES, CONVERSIONS
OR THE RIGHTS, VOTING POWERS, RESTRICTIONS,
LIMITATIONS AS TO DIVIDENDS, QUALIFICATIONS, OR TERM
OR CONDITIONS OF REDEMPTION OF THE STOCK.

ARTICLE VIII SHAREHOLDERS' RESTRICTIVE AGREEMENT

ALL OF SHARES OF STOCK OF THIS CORPORATION MAY BE SUBJECT
TO A SHAREHOLDERS' RESTRICTIVE AGREEMENT CONTAINING
NUMEROUS RESTRICTIONS ON THE RIGHTS OF SHAREHOLDERS OF
CORPORATION. AND TRANSFERABILITY OF THE SHARES OF STOCK OF
THE CORPORATION. A COPY OF THE SHAREHOLDERS' RESTRICTIVE
AGREEMENT, IF ANY IS ON FILE AT THE PRINCIPAL OFFICE OF THE
CORPORATION.

ARTICLE IX POWERS OF CORPOATION

THE CORPORATION SHALL HAVE THE SAME POWERS AS AN
INDIVIDUAL TO DO ALL THINGS NECESSARY OF CONVENIENT TO
CARRY OUT ITS BUSINESS AND AFFAIRS, SUBJECT TO ANY
LIMITATIONS OR RESTRICTIONS IMPOSED BY APPLICABLE LAW OR
THESE ARTICLES OF INCORPORATION.

ARTICLE X REGISTERED OWNER(S)

THE CORPORATION, TO THE EXENT PERMITTED BY LAW, SHALL BE
ENTITLED TO TREAT THE PERSON IN WHOSE NAME ANY SHARE OR
RIGHT IS REGISTERED ON THE BOOKS OF THE CORPORATION AS THE
OWNER THERETO, FOR ALL PURPOSES AND EXCEPT AS MAY BE
AGREED IN WRITING BY THE CORPORATION. THE CORPORATION
SHALL NOT BE BOUND TO RECOGNIZE ANY EQUITABLE OR OTHER
CLAIM TO, OR INTEREST IN, SUCH SHARE OR RIGHT ON THE PART OF
ANY OTHER PERSON, WHETHER OR NOT THE COPORATION SHALL
HAVE NOTICE THERE OF.

ARTICLE XI REGISTERED OFFICE AND REGISTERED AGENT

**THE INITIAL ADDRESS OF REGISTERED OFFICE OF THIS CORPORATION
ALFREDO ANTONIO AMARO, CHARTERED LOCATED AT 700 N.W. 111
PLACE SUITE # 8 , MIAMI, FLORIDA, 33172**

ARTICLE XII BYLAWS

**THE BOARD OF DIRECTOR(S) OF THE CORPORATION SHALL HAVE
POWER, WITHOUT THE ASSENT OR VOTE THE SHAREHOLDERS, TO
MAKE, ALTER, AMEND OR REPEAL THE BYLAWS OF THE
CORPORATION, BUT THE AFFIRMATIVE VOTE OF A NUMBER OF
DIECTOR(S) EQUAL TO A MAJORITY OF THE NUMBER WHO WOULD
CONSTITUTE A FULL BOARD OF DIRECTOR(S) AT THE TIME OF SUCH
ACTION SHALL BE NECESARRY TO MAKE ANY ACTION FOR THE
MAKING, ALTERATION, AMENDMENT OR REPEAL OF THE BYLAWS.**

ARTICLE XIII EFFECTIVE DATE

**THESE ARTICLES OF CORPORATION SHALL BE EFFECTIVE
IMMEDIATELY UPON APPROVAL OF THE SECRETARY OF STATE OF
FLORIDA.**

ARTICLE XIV AMENDMENT

**THE CORPORATION RESERVES THE RIGHT TO AMEND, ALTER CHANGE
OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF
CORPORATION, OR IN ANY AMEDMENT HERETO, OR TO ADD ANY
PROVISION TO THESE ARTICLE OF CORPORATION OR TO ANY
AMENDMENT HERETO, IN ANY MANNER NOW OR HEREAFTER
PRESCRIBED OR PERMITTED BY PROVISIONS OF ANY APPLICABLE
STATUTE OF THE STATE OF FLORIDA, AND ALL RIGHTS CONFERRED
UPON SHAREHOLDERS IN THESE ARTICLES OF CORPORATION OR ANY
AMENDMENT HERETO ARE GRANTED SUBJECT TO THIS RESERVATION.**

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF CORPORATION.**

**ALFREDO ANTONIO AMARO CHARTERED, HAVING A BUSINESS OFFICE
IDENTICAL WITH THE REGISTERED OFFICE OF THE CORPORATION
NAME ABOVE, AND HAVING BEEN DESIGNATED AS THE REGISTERED**

AGENT IN THE ABOVE AND FOREGOING ARTICLES OF CORPORATION,
IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF THE POSITION
OF REGISTERED AGENT UNDER THE APPLICABLE PROVISIONS OF
FLORIDA STATUTES.

BY:


ALFREDO A. AMARO

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TALLAHASSEE, FLORIDA