

OFFICE USE ONLY (Document #)

LARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

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

1. FIRST CLASS CELLULAR AND WIRELESS
(Corporation Name) (Document #) CORP.

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)



Walk in



Pick up time

2.00



Certified Copy



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Certificate of Status

NEW FILINGS

☒ Profit

☐ NonProfit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

☐ Name Reservation

REGISTRATION/
QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 FEB 28 AM 11:28 SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

00 FEB 28 PM 1:04

FILED

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Examiner's Initials

ARTICLES OF INCORPORATION
OF
FIRST CLASS CELLULAR AND WIRELESS CORP.

FILED
00 FEB 28 PM 1:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 this Corporation is:

FIRST CLASS CELLULAR AND WIRELESS CORP.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the Laws of the State of Florida and of the United States of America; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, or cemetery company, a building and loan association, mutual life insurance association, cooperative association, fraternal benefits society, state fair or exhibition.

ARTICLE III - CAPITAL STOCK

The maximum numbers of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock, all of which are to be of One Dollar (\$1.00) par value each.

The consideration for the issuance of the aforementioned shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services performed for the corporation. Shares may not be issued until the full amount of the consideration for which the shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable and exempt from assessment.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - ADDRESS

The initial address of this Corporation in the State of Florida is 2103 LeJeune Road, Miami, Florida 33134-4216, and the name of the initial registered agent of this corporation at that address is ANTONIO ZALDIVAR.

ARTICLE VI - DIRECTORS

This Corporation shall have two (2) Directors 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 adopted by the Stockholders.

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the Members of the First Board of Directors who shall hold office until their successors are elected and qualified, are as follows:

ANTONIO ZALDIVAR

2103 LeJeune Road
Miami, Florida 33134-4216

FARAH ZALDIVAR

2103 LeJeune Road
Miami, Florida 33134-4216

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the Corporation, and any person who serves at the request of this Corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of any action heretofore or hereafter taken or omitted by him as such director or offices, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim for liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other corporation or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, any may vote thereat to authorize any such contract or transaction, with the life force and affect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation is:

ANTONIO ZALDIVAR

2103 LeJeune Road
Miami, Florida 33134-4216

ARTICLE X - AMENDMENT

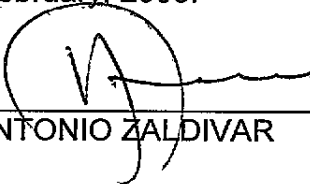
These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the Stockholders' meeting by a majority of stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI - PRE-EMPTIVE RIGHT

Every Stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, have the right to purchase his pro-rata share thereof (as near as may be done without insurance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscribers have executed these

Articles of Incorporation this 25th day of February, 2000.



ANTONIO ZALDIVAR

STATE OF FLORIDA)
 : SS
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared, ANTONIO ZALDIVAR, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 25th day of February, 2000.



NOTARY PUBLIC

My Commission Expires:



URBANO E. ANTON
COMMISSION # CC604999
EXPIRES JAN 28, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.

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

Pursuant to Chapter 607.034 Florida Statutes, the following is submitted in compliance with said Act: That

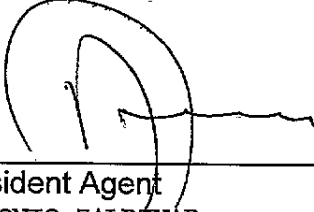
FIRST CLASS CELLULAR AND WIRELESS CORP.

desiring to organize under the laws of the State of Florida, has named ANTONIO ZALDIVAR, whose office is located at 2103 LeJeune Road, Miami, Florida 33134-4216 as its agent to accept service of process within the State.

ACKNOWLEDGEMENTS:

Having been named to accept service of process of the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Miami-Dade County, Florida, this 25 day of February, 2000.

By: 
Resident Agent
ANTONIO ZALDIVAR

FILED
00 FEB 28 PM 1:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA