

P00000043016  
YVON JOLY  
ACCOUNTANT

APRIL 21, 2000

Secretary of State  
Division of New Corporation  
Tallahassee, Florida 32314

400003227064--3.  
-04/27/00--01077--015  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: CELLULAR ELECTRONIS EPOT, INC.

Enclosed please find two copies of Articles of Incorporation  
for the above named corporation.

Also enclosed is a check in the amount of \$122.50 covering  
Resident Agent Fee, Charter Fee, Filing Fee, and Certified copy.

Please mail Certified Copy and any other necessary papers to us  
at 13200 SW 128th STREET STE# F-2, MIAMI, FL 33186.

Sincerely,

  
YVON JOLY

FILED  
00 APR 27 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

gr 4/28

**ARTICLES OF INCORPORATION  
OF  
CELLULAR ELECTRONIC DEPOT, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Law and Florida Corporation Act, adopt the following Articles of Incorporation for such corporation.

**ARTICLE 1: NAME**

The name of this corporation is **CELLULAR ELECTRONIC DEPOT, INC.**

**ARTICLE II : DURATION**

The period of its duration is perpetual.

**ARTICLE III : NATURE OF BUSINESS**

The purpose of this corporation is to engage in any activities or businesses permitted under the Laws of the United States and of the State of Florida.

**ARTICLE IV : CAPITAL STOCK**

The corporation is allowed to have outstanding at any one time 500 shares of common stock, having a par value of \$1.00 per share.

The percentage of stock distribution among directors is:

**DANY B. FRAME** with 100 % of the stocks.

**ARTICLE V : INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and office of this corporation are as follows:

Agent:

**DANY B. FRAME  
3132 NW 72 AVE.  
MIAMI, FL 33122**

Office:

**CELLULAR ELECTRONIC DEPOT, INC.  
3132 NW 72 AVE.  
MIAMI, FL 33122**

**FILED**  
09 APR 27 PM 2:18  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE VI : DIRECTORS**

This corporation shall have (1) one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the BY LAWS of the corporation in the manner provided by law, but shall never be less than one (1). The name of the initial director of the corporation is:

**DANY B. FRAME**  
3132 NW 72 AVE  
Miami, Fl 33122

#### **ARTICLE VII : INCORPORATORS**

The name and address of the sole incorporator signing these Articles of Incorporation is:

**DANY B. FRAME**  
3132 NW 72 AVE.  
Miami, Fl 33122

#### **ARTICLE VIII : NON-RESIDENT DIRECTOR**

Director need not be resident of this State or shareholders unless Articles of Incorporation or By-Laws so require.

#### **ARTICLE IX : BY-LAW AMENDMENTS**

The power to adopt, alter, amend, or appeal the By-Laws of this corporation shall be vested in the shareholders.

#### **ARTICLE X : RESTRICTION ON AUTHORITY TO MORTGAGE OR PLEDGE ASSETS**

The Board of Directors of the corporation may not authorize any mortgage or pledge of, or creation of a security interest in, any or all of the property and assets of the corporation for the purpose of securing the payment or performance of any obligation of the corporation, without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of 51% of the shares of the corporation entitled to vote thereon and not otherwise.

#### **ARTICLE XI : INFORMAL ACTION OF DIRECTORS**

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Incorporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF the undersigned incorporators executed these Articles of incorporation

This 21 day of APRIL 2000

**DANY B. FRAME**



State of Florida  
County of Dade

BEFORE ME, the undersigned authority this day personally appeared DANY B. FRAME to me known to be the person who executed the foregoing Articles of incorporation, she acknowledged before me that she executed such instrument.

Date this 21 day of APRIL, 2000

NOTARY PUBLIC  
MY COMMISSION EXPIRES:

**CERTIFICATE DESIGNATING PLACE OR DOMICILE FOR THE SERVICE  
OR PROCESS WITHIN THE STATE.  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Section 48.091, Florida statutes, the following is submitted  
in compliance with said Act.

That CELLULAR ELECTRONIC DEPOT, INC. a corporation organized under the laws of the State of  
Florida, with its principal office as indicated in the Articles of Incorporation at 3132 NW 72 AVE .  
Miami, Florida 33122, has appointed DANY B. FRAME, its agent to accept service of process within the  
State.

**ACKNOWLEDGEMENT**

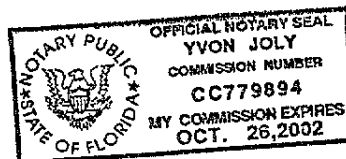
HAVING BEEN named to accept service of process for the above stated corporation, at the place  
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions  
of said Act relative to keeping open said office.


  
DANY B. FRAME

**State of Florida  
County of Dade**

BEFORE ME, the undersigned authority this day personally appeared DANY B. FRAME to me known  
to be the person who executed the foregoing Articles of Incorporation, she acknowledge before me that she  
executed such instrument.

DATED this 21 day of APRIL, 2000



NOTARY PUBLIC  
YVON JOLY  


FILED  
09 APR 27 PM 2:18  
TALLAHASSEE, FLORIDA