

*Joseph De Gance, Esquire*  
*Attorney at Law*

PO0000051167

FILED  
00 MAY 24 AM 11:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3471 N. Federal Highway  
Suite 601  
Fort Lauderdale, Florida 33306  
Telephone (954) 566-1531  
Fax No. (954) 566-2382

Mary 10, 1999

Secretary of State  
Corporate Division  
P.O. Box 6327  
Tallahassee, Fla. 32301

RE: UNIVERSAL MODERN CELLULAR, INC.

200003250512--3  
-05/12/00--01060--003  
\*\*\*\*122.50 \*\*\*\*78.75

Dear Sir:

Enclosed herewith may be found the original and one copy of the Articles of Incorporation on the above referenced corporation together with my trust account check in the amount of \$122.50 to cover the costs of the following:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent	<u>\$35.00</u>
Total	\$122.50

Thank you,

  
Joseph DeGance

JD:jd  
Enc.

64-12838-19400



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 17, 2000

JOSEPH DE GANCE, ESQ.  
3471 N FEDERAL HWY, SUITE 601  
FT LAUDERDALE, FL 33306

SUBJECT: UNIVERSAL MODERN CELLULAR, INC.  
Ref. Number: W00000012838

We have received your document for UNIVERSAL MODERN CELLULAR, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 300A00027837

**ARTICLES OF INCORPORATION  
OF  
UNIVERSAL MODERN CELLULAR, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of the corporation is: UNIVERSAL MODERN CELLULAR, INC. at 10234 NW 47 Street, Ft. Lauderdale, FL 33351-7970.

ARTICLE II  
DURATION

This corporation shall have perpetual existence.

ARTICLE III  
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue Five Thousand shares of One Dollar par value common stock, which shall be designated "Common Shares".

SECTION 2. 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 V  
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 VI  
INITIAL REGISTERED OFFICERS AND AGENT

The street address of the initial registered offices of this corporation is 10234 NW 47 Street, Ft. Lauderdale, FL 33351-7970, and the name of the initial registered agent of this corporation at that address is FELIX F. MEDINA. . Said address of the Registered Officer and Agent are the same address as the Corporation.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than 1 The names and addresses of the initial directors of this corporation are:

FELIX F. MEDINA  
10234 NW 47 Street  
Ft. Lauderdale, FL 33351-7970

ARTICLE VII-A  
INITIAL CORPORATE OFFICERS

FELIX F. MEDINA                      President  
10234 NW 47 Street  
Ft. Lauderdale, FL 33351-7970

ISAGANI CAPINA                      Vice-President/Secretary  
10234 NW 47 Street  
Ft. Lauderdale, FL 33351-7970

EMILIO P. ABUNDO                      Vice-President/Treasurer  
10234 NW 47 Street  
Ft. Lauderdale, FL 33351-7970

ARTICLE VIII  
INCORPORATORS

The names and addresses of the persons signing these articles are:

FELIX F. MEDINA  
10234 NW 47 Street  
Ft. Lauderdale, FL 33351-7970

ARTICLE IX  
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X  
MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XI  
ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XII  
INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII  
AMENDMENT

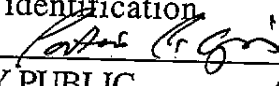
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 7th day of May, 2000.

  
\_\_\_\_\_  
SUBSCRIBER

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared FELIX F. MEDINA known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, and did take an oath. He produced a Florida Driver's License as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires:



PATRICIA P. CAPINA  
My Comm Exp. 9/01/2003  
Bonded By Service Inc  
No. CC576679  
[X] Personally Known [X] Other I.D.

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TALLAHASSEE, FLORIDA

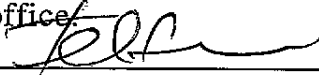
**DESIGNATION OF RESIDENT AGENT**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

FIRST: That UNIVERSAL MODERN CELLULAR INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Ft. Lauderdale, County of Broward, State of Florida, has named: FELIX F. MEDINA as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above named 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.

  
\_\_\_\_\_  
FELIX F. MEDINA