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JAVIER GUADAYOL, P.A.
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*****78.75 *****78.75

July 6, 2000

DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, FL 32314

Re: ~~Jafa, Inc.~~

Dear Sir or Madam:

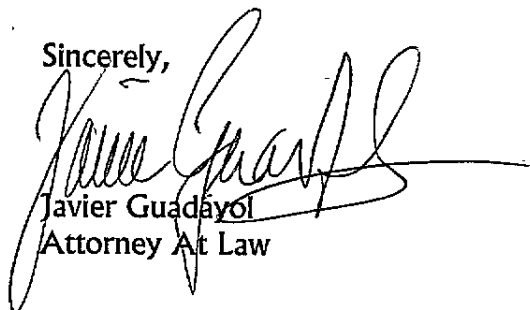
Enclosed herewith please find the Articles of Incorporation for ~~Jafa, Inc.~~, along with a check in the amount of \$78.75 representing the administrative costs in connection with the filing of said corporation.

Please proceed to file said Articles of Incorporation and to return to us a certificate as evidence of the filing.

Please do not hesitate to contact our office at the number shown on this letterhead if you have any questions or if we may be of any assistance to you.

Thank you.

Sincerely,


Javier Guadayol
Attorney At Law

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 26 PM 5:39

JG:ilp

Enc.

2545
W000-17593

7/26/00



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUL 26 PM 5:39

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 13, 2000

JAVIER GUADAYOL, ESQUIRE
13550 SW 88 STREET
SUITE 290
MIAMI, FL 33186

SUBJECT: Jafa, INC.
Ref. Number: W00000017593

We have received your document for Jafa, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 200A00038631

ARTICLES OF INCORPORATION

OF

CELLULAR GEAR U.S.A. INTERNATIONAL OF MIAMI, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUL 26 PM 5:39

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CELLULAR GEAR U.S.A. INTERNATIONAL OF MIAMI, INC.

The principal place of business of this corporation shall 6758 NW 72 ST, MIAMI, FL 33166, and the mailing address shall be 6758 NW 72 ST, MIAMI, FL 33166.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 6758 NW 72 ST, MIAMI, FL 33166, and the name of the initial registered agent of the corporation at that address is be 6758 NW 72 ST, MIAMI, FL 33166.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers and directors of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are elected or appointed are:

MORDECHAI ASHKENAZI
DIRECTOR

6758 NW 72 ST.
MIAMI, FL 33166

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

MORDECHAI ASHKENAZI
6758 NW 72 ST.
MIAMI, FL 33166

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand on this 5 day of JULY, 2000.


MORDECHAI ASHKENAZI

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

00 JUL 26 PM 5:39

MORDECHAI ASHKENAZI, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent according to Florida Statutes.



MORDECHAI ASHKENAZI