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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

MEN & SA, INC.

Certificate of Status	0
Certified Copy	1
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F. CHESSEB SEP 5 2000

9/5/00 9:19 AM

ARTICLES OF INCORPORATION

OF

MEN & SA, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: **MEN & SA, INC.**

The principal place of business of this corporation shall be: **11313 S.W. 190th. Street
Miami, FL 33157**

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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. The activities of this Corporation will be exporting and importing cellular phones and accessories.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: **1,000 Shares, one dollar per value.**

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

**PABLO MENEDEZ
11313 S.W. 190th. Street
Miami, FL 33157**

**ROSA ANGELICA SAGASTUME
11313 S.W. 190th. Street
Miami, FL 33157**

**ISRAEL MENEDEZ
11313 S.W. 190th. Street
Miami, FL 33157**

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

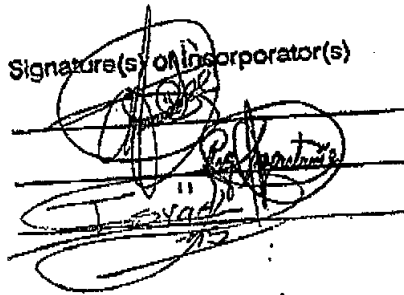
FABLO MENENDEZ
11313 S.W. 190th Street
Miami, FL 33157

ROSA ANGELICA SAGASTUME
11313 S.W. 190th Street
Miami, FL 33157

ISRAEL MENENDEZ
11313 S.W. 190th Street
Miami, FL 33157

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these
Articles of Incorporation this 31 day of August, ~~19xx~~ 2000

Signature(s) of incorporator(s)



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

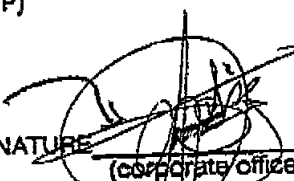
Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: MEN & SA, INC.

2. The name and address of the registered agent and office is:

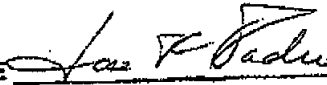
JOSE F. PADRO 5255 N.W. 87th Avenue Suite 301
(P.O. BOX NOT ACCEPTABLE)

Miami, FL 33178
(CITY/STATE/ZIP)

SIGNATURE 
(corporate/officer)
TITLE OFFICER
DATE August 31, 2000

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 

DATE August 31, 2000

REGISTERED AGENT FILING FEE: