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

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FLORIDA PROFIT CORPORATION OR P.A.

CLASSIC CELLULAR, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

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**Certificate of Incorporation
Of**

CLASSIC CELLULAR, INC.

We the undersigned, in order to form a corporation for profit, for the purpose hereinafter stated, under and pursuant to the provision of the Florida Statutes, do hereby subscribe to this Certificate of Incorporation, and do adopt the following Articles of Incorporation:

Articles of Incorporation

ARTICLE I
NAME

The name of the corporation shall be:

CLASSIC CELLULAR, INC.

ARTICLE II
OFFICES

The principal office of the Corporation in the State of Florida shall be located at:

8051 NW 36TH Street Suite # 611
Miami, Fl. 33166

The Corporation may have such other offices, either within or without the State of Florida, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE III

The general nature of the business and the objects and purposes to be transacted and carried on by this Corporation shall be:

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- (a) This Corporation is organized with the purpose to engage in EXPORT and IMPORT BUSINESS and all other lawful activities permitted under the laws of the State of Florida and the United States of America.
- (b) To enter into, make and perform sales, contracts of every kind, for any lawful purpose, without limit as to the amount, with any person, firm association or corporation, town, city, country, state, territory or government.
- (c) To purchase or otherwise to acquired, and to hold, own, maintain or otherwise dispose of and deal in lands and leaseholds, and any franchises, rights in real property, and personal or mixed property, and any rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed, and to have any and all powers above set forth as fully as natural person, whether as principals, agents trustees or otherwise.
- (d) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the rights to vote thereon.
- (e) To purchase, hold, sell and transfer the shares of its own capital stocks, provide it shall not use its funds or property for the purchase of its own shares of capital stocks from the surplus of its assets over liabilities including; and provided further that shares of its own capital stocks belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum of votes.
- (f) To do all and everything necessary and proper for the accomplishment of the objective enumerated in these Articles of Incorporation or any amendment to the certificate of Incorporation as necessary or incidental to the protection and benefit of this Corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objectives of the Corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and to do any all things herein before set forth the same extend as natural person might could do.

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ARTICLE IV
SHARES

The number of shares of stocks which this Corporation shall have outstanding any time shall be TEN THOUSANDS (10,000) shares all of which shall be of \$ 0.10 par value and each of which shall be issued fully paid and non-assessable, and shall be payable in lawful money of the United State of America, or in service or property at just valuation, to be fixed by the Directors of this Corporation at the organizational meeting, or any other meeting held for that purpose.

ARTICLE V
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

JUAN P. ERBAN
8051 NW 36th Street Suite 611
Miami, Florida 33166

ARTICLE VI
INCORPORATORS

The name (s) and address (es) of the incorporator (s) to these Articles of Incorporation is (are):

JOSE M. ARENALES CASTRO 8051 NW 36th Street Suite 611 Miami, FI
JUAN P. ERBAN 8051 NW 36th Street Suite 611 Miami, FI

ARTICLE VII
DIRECTORS

This corporation shall have 2 (two) directors initially. The number of directors may be modified from time to time by law adopted by the stockholders, but never be less than two.

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ARTICLE VIII
INITIAL DIRECTORS

The names and post office address of the first Board of Directors and Officers of the Corporation, who shall hold office for the first year of its existence or until successors are elected and qualified are as follows:

<u>JOSE M ARENALES</u>	<u>President</u>	<u>8051 NW 36th Street Ste. 611 Miami, Fl. 33166</u>
(Full name)	(Title)	(Address)

<u>JUAN P ERBAN</u>	<u>V. President</u>	<u>8051 NW 36th Street Ste. 611 Miami, Fl 33166</u>
(Full name)	(Title)	(Address)

ARTICLE IX

The number of shares that each one of the subscribers of this Certificate of Incorporation agrees to take and the value of the consideration paid thereof, the total aggregate amount of which is not less than the amount of capital with which the corporation will begin business is as follows:

JOSE M ARENALES	5,000 (Five Thousand) shares.
JUAN P. ERBAN	5,000 (Five Thousand) shares

ARTICLE X

The management and control of the business of the corporation shall be conducted under the directions of the Board of Directors by the officers, who shall be elected by the Board of Directors, to-wit: a President, one or more Vice-President, a Treasurer, and a Secretary; one or more of said officers may hold one or more offices except, that the President may not also be the Secretary or Assistant Secretary. No person holding two or more offices shall act or execute any instrument in the capacity of more than one office.

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ARTICLE XI

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 a stockholder's meeting by a majority of the stock entitled to vote thereon.

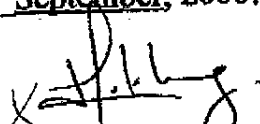
ARTICLE XII

In furtherance and not in limitation of the powers conferred by Statutes, the Board of Directors is expressly authorized:

- (a) To adopt and amend the by-laws of this Corporation provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.
- (b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this Corporation.
- (c) To set apart out of any funds of the corporation available for dividends a reserve or reserves in the manner in which it was created.
- (d) When and as authorized by the affirmative vote of stockholders of record holding stocks in the Corporation entitling them to exercise at least a majority of the voting power given at stockholder's meeting duly called for that purpose, or when authorized by the written consent of stockholder of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of this property and assets, including its good will and its corporate franchises, or any property of assets essential to the business of the corporation, upon the terms and conditions as its Board of Directors deem expedient and for the best interest of the Corporation.

IN WITNESS WHEREOF, the incorporators have hereunto set respective hands and seal this 14th day of September, 2000:


Jose M. Arenales


Juan P Erban

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of section 607.0501, 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.

The name of the corporation is: CLASSIC CELLULAR, INC.

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

JUAN P. ERBAN
8051 NW 36th Street Ste.# 611
Miami, Florida 33166

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: 

Date: September 14, 2000

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