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Florida Department of State
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To:

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FLORIDA PROFIT CORPORATION OR P.A.

TWO CELLULARS DISCOUNT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State

February 7, 2001

FAS-T

SUBJECT: TWO CELLULARS DISCOUNT, INC.
 REF: W01000002968

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ARTICLES OF INCORPORATION
OF
TWO CELLULARS DISCOUNT, INC.

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: **TWO CELLULARS DISCOUNT, INC.**

The principal place of business of this corporation shall be: **3883 SW 169 Terr, Miramar Fl 33027.**

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.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: **1000 shares @ \$1.00 par 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):

Indira Gonzalez (President)
3883 SW 169 Terr
Miramar, Fl 33027.

Marisela Russian (Vice-President)
806 85 St #1
Miami Beach Fl, 33141.

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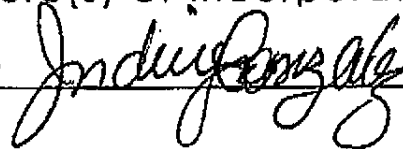
ARTICLE VI INCORPORATOR(S)

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

Indira Gonzalez
3883 SW 169 Terr
Miramar Fl, 33027.

IN WITNESS WHEREOF, the undersigned incorporator(s)
has (have) executed these Articles of Incorporation
this, 5th day of February 2001

Signature(s) of Incorporator(s)

A handwritten signature in cursive script, appearing to read 'Indira Gonzalez', is written over a horizontal line. Below this line is another horizontal line, and further down is a third horizontal line, all of which are currently blank.

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:

TWO CELLULARS DISCOUNT, INC.

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

INDIRA GONZALEZ

3883 SW 169 Terr

(P.O. BOX NOT ACCEPTABLE)

Miramar Fl, 33027.

(CITY/STATE/ZIP)

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SIGNATURE Indira Gonzalez

TITLE _____

DATE 02-05-01

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 Indira Gonzalez

DATE 02-05-01