

**LASS ACCOUNTING & BUSINESS SERVICES INC.**

8428 W OAKLAND PARK BLVD  
SUNRISE, FL 33351

Phone 954-746-5011  
Fax 954-746-7996

P01000025148

February 26, 2001

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

700003830257--9  
-03/12/01--01047--003  
\*\*\*\*\*18.75 \*\*\*\*\*18.75

RE: First choice Cellular & Beeper

700003830257--9  
-03/12/01--01047--002  
\*\*\*\*\*60.00 \*\*\*\*\*60.00

Dear Sirs:

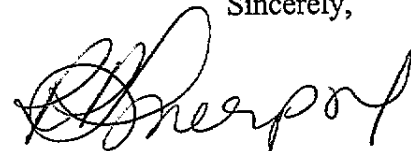
You are in receipt of an application for a fictitious name registration for the above mentioned corporation. Kindly cancel same and apply the funds towards the enclosed Articles of Incorporation.

We have enclosed a check in the amount of \$18.75 which should be sufficient to cover the recording of the corporation.

Kindly process same and advise us accordingly.

FILED  
01 MAR -9 AM 10:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Sincerely,



Ruth Liverpool, Accountant

W-5100

60.00  
18.75  
78.75

MAR 12 2001

## **Articles of Incorporation of:**

### **FIRST CHOICE CELLULAR AND BEEPER, INC.**

For the purpose of forming a corporation for profit under the general incorporation laws of the State of Florida, it is respectfully requested of the Secretary of State the approval of such incorporation under the following Articles.

#### **Article I**

The name of this corporation shall be **First Choice Cellular and Beeper, Inc** and it's principal place of business shall be in South Florida with the right to change and move said principal place of business within or without the State of Florida as the Board of Directors may from time to time deem proper.

#### **Article II**

The general purpose and nature of the business of this corporation is to engage in any activity or business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida as may be restricted under these Articles and it's By-Laws.

#### **Article III**

The total authorized capital stock of this corporation shall be one thousand shares of Common Stock with no par value. All of such stock shall be issued fully paid and non-assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the Board of Directors of this corporation.

#### **Article IV**

The amount of capital with which this corporation shall begin shall be not less than five hundred dollars (\$500.00).

#### **Article V**

The corporation shall have perpetual existence, unless earlier terminated by due and proper legal procedure.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## **Article VI**

The initial address of the principal office of the corporation shall be:

**1100 Sunset Strip Ste 2  
Sunrise, Florida 33313**

## **Article VII**

The number of Directors of said corporation shall be provided in the By-Laws but in no event shall the number be less than one (1) nor more than five (5)

## **Article VIII**

The names and post office address of the members of the first Board of Directors who shall hold office for the first year of the existence of the corporation, or until their successors are elected and qualified, unless otherwise by the By-Laws:

**Suzette Ayton- President**

**1100 Sunset Strip Ste 2  
Sunrise, Florida 33313**

## **Article IX**

In furtherance and not in limitation of powers conferred upon the Board of Directors, the Board of Directors are expressly authorized, and caused to be executed, mortgages and liens upon the real and personal property of the corporation for the purpose of furniture security for its indebtedness or for any purpose. The Directors, if the By-Laws so provide, may hold their meetings within or without the State of Florida. The corporation may in its By-Laws, confer powers additional to the power and authority expressly conferred upon them by statute to the Directors.

## **Article X**

Amendment and revisions, including alteration of any provision, of these Articles, and the By-Laws, shall be by the shareholders or by a majority vote of shareholders voting, in the manner now or hereafter prescribed by the Statutes.

## **BY-LAWS**

The power to adopt, alter or repeal By-Laws shall be vested in the shareholders.

## **Article XI**

Shares of capital stock of this corporation shall be vested in the following persons and in the amount set opposite his name:

<b>Name</b>	<b>Number of Shares</b>
<b>Suzette Ayton</b>	<b>1000</b>

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to another person unless approved by the President of the corporation. the price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement.

#### **Article XII**

Special meetings of shareholders may be called by Certified Mail, Return Receipt request, giving five (5) days written Notice.

#### **Article XIII**

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the share represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### **Article XIV**

##### **RIGHT OF SHAREHOLDER DISSENT**

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote such corporate actions, the shares of this corporation were registered on a national securities exchange or held by not less than 2,000 shareholders.

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**Article XV****SHAREHOLDERS MEETING REQUIRED**

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, except as provided for in Article XII.

**Article XVI****MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the president of this corporation.

**Article XVII****POWERS**

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

**Article XVIII****MEETING BY CONFERENCE TELEPHONE**

Shareholders may participate in special meetings by means of conference telephone as provided.

**Article XIX****DIVIDENDS**

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

**Article XX****IDENTIFICATION**

The corporation shall identify any officer or Director, or any former Officer or Director to the full extent permitted by law.

## Article XXI

### AMENDMENT

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

## Article XXII

### NOTICE

Any notice required herein shall be by Certified Mail, Return Receipt Requested, or hand delivered to the shareholders at the following address:

(your street)  
(your town, FL 00000)

## Article XXIII

The name and address to the subscriber to these Articles

**Ruth Liverpool**  
**8428 W Oakland Park Blvd.**  
**Sunrise, FL 33351**

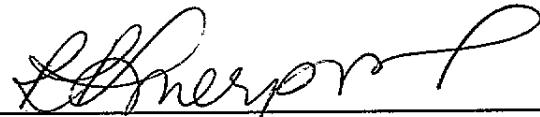
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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FILED

## Article XXIV

The Registered Agent of this corporation is **Ruth Liverpool**. The Above named Subscriber and Registered Agent hereunto set my hand and seal this 23rd day of February. I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.



**Registered Office Address**  
**8428 W Oakland Park Blvd.**  
**Sunrise, FL 33351**