

Division of Corporations

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P01000037811**Florida Department of State**

Division of Corporations

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ARTICLES OF INCORPORATION**OF****TELECEL WIRELESS, INC.**

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I**NAME**

The name of the corporation is TELECEL WIRELESS, INC.

ARTICLE II**PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the corporation's principal office and mailing address is c/o Ronny J. Halperin, Esq. Kluger, Peretz, Kaplan & Berlin, P.A., 201 S. Biscayne Boulevard, Suite 1700, Miami, FL 33131

ARTICLE III**CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$0.01 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have preemptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

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ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is MIAMI CENTER REGISTERED AGENTS, LLC. The street address of the corporation's initial registered office is 201 S. Biscayne Boulevard, Suite 1700, Miami, FL 33131.

ARTICLE V

INCORPORATOR

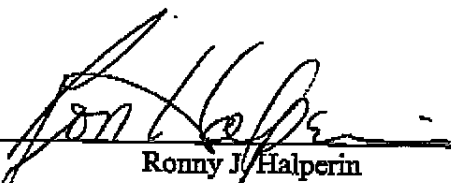
The name and address of the Incorporator of the corporation is Ronny J. Halperin, Esq., Kluger, Peretz, Kaplan & Berlin, P.A., 201 S. Biscayne Boulevard, Suite 1700, Miami, FL 33131.

ARTICLE VI

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13 day of April, 2001.




Ronny J. Halperin

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CERTIFICATE OF REGISTERED AGENT
OF
TELECEL WIRELESS, INC.

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 TELECEL WIRELES, INC.
2. The name and address of the registered agent and office is MIAMI CENTER REGISTERED AGENTS, LLC, 201 S. Biscayne Boulevard, Suite 1700, Miami, Florida 33131.



Ronny J. Halperin, Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 13 day of April, 2001.

MIAMI CENTER REGISTERED AGENTS, LLC

By: _____


Ronny J. Halperin, Vice President

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