

Charter Number Only

VALIDATION ONLY

PAID 4/25/94

Office Alternative

Requestor's Name
300 Biscayne Blvd Wk #1814
Address
Miami FL 33131
City State ZIP Phone

8880 F.

Special Price!

400004083854--8
-04/27/01--01008--006
*****78.50 *****78.50

CORPORATION(S) NAME

SPC Cellular, Inc

<input checked="" type="checkbox"/> Profit <input type="checkbox"/> NonProfit <input type="checkbox"/> Foreign <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Reinstatement <input checked="" type="checkbox"/> Certified Copy <input type="checkbox"/> Call When Ready <input checked="" type="checkbox"/> Walk In			<input type="checkbox"/> Amendment <input type="checkbox"/> Dissolution <input type="checkbox"/> Annual Report <input type="checkbox"/> Reservation <input type="checkbox"/> Photo Copies <input type="checkbox"/> Call If Problem <input type="checkbox"/> Will Wait			<input type="checkbox"/> Merger <input type="checkbox"/> Mark <input type="checkbox"/> Other <input type="checkbox"/> Change of Registered Agent <input type="checkbox"/> Certificate Under Seal <input type="checkbox"/> After 4:30 <input type="checkbox"/> Mail Out		
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Verifier
Acknowledgment
V.P. Verifier

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Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION
OF

SPS Cellular, Inc.

ARTICLE I – NAME

The name of this corporation is **SPS Cellular, Inc.** The principal office mailing address is:

Spencer Safran
5445 Collins Ave. P4
Miami Beach, FI 33140

ARTICLE II – DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III – PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue **1,000** shares of **\$0.001** par value stock which shall be designated "**COMMON SHARES**".

ARTICLE V – PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI – INITIAL REGISTERD OFFICE AND AGENT

The street address of the initial registered office of this corporation is **5445 Collins Ave P4 Miami Beach, FI 33140** and the name of the initial registered agent of this corporation at that address is: **Spencer Safran**

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ARTICLE IX –BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X – CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth (1/10) of all of the shares entitled to vote at the meeting.

ARTICLE XI – SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in a person or by proxy shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall constitute the act of the shareholders.

ARTICLE XII – APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII –INDEMNIFICATION

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

ARTICLE XIV – AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto. Any right conferred upon the shareholders is subject to this reservation.

I, the undersigned, having been named as initial registered agent of the corporation do hereby accept said office and will serve in said capacity.


Spencer Safran (Registered Agent)

ARTICLE VII – INITIAL BOARD OF DIRECTORS

This corporation shall have 1 directors(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one.

The name and address of the initial directors of this corporation are:

Mr. Spencer Safran
5445 Collins Avenue P4
Miami Beach, Fl 33140

The name and address of the incorporator executing these Articles of Incorporation is:

Mr. Spencer Safran
5445 Collins Ave. P4
Miami Beach, Fl 33140

Signature: _____


Incorporator

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