

P01000045731

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000063179 5)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

cellcom wireless, inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

FILED
01 MAY -8 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight MAY 08 2001

MAY-07-2001 12:11
5/4/01 12:03 PM



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 7, 2001

EMPIRE

SUBJECT: CELLCOM WIRELESS, INC.
REF: W01000010177

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

COMPLETE THE ADDRESS OF THE REGISTERED AGENT OF THE CERTIFICATE PAGE.

If you have any further questions concerning your document, please call (850) 487-6067.

Neyssa Culligan
Document Specialist
New Filing Section

FAX Aud. #: H01000063179
Letter Number: 801A00026585

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

H 01000063179

CERTIFICATE OF INCORPORATION

6

OF

CELLCOM WIRELESS, INC.

We, the undersigned, do hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions;

ARTICLE ONE

The name of the corporation shall be:

CELLCOM WIRELESS, INC.

ARTICLE TWO

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the corporation shall have outstanding at any time, shall be 10,000 Shares of stock which shall be common stock of a par value of 1.00 Dollar per share. All of any part of the capital stock may be paid for either in lawful moneys of the United States of America, or in services, at a true valuation thereof.

ARTICLE FOUR

This corporation shall begin business with a minimum capital of the amount of 200.00 Dollar.

H 01000063179

FILED
01 MAY -8 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE FIVE

This corporation shall have perpetual existence.

ARTICLE SIX

The principal office of the corporation shall be located at

3627 S.W. 8 Street
Miami, FL 33135

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, who need not be stockholders of the corporation. The number of Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE EIGHT

The names and addresses of the members of the First Board of Directors and the officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTORS

Name

Address

Joel Bory

3627 S.W. 8 Street
Miami, FL 33135

OFFICERS

Name

Address

Title

Joel Bory

3627 S.W. 8 Street
Miami, FL 33135

President

ARTICLE NINE

The name and address of the subscriber to this certificate of Incorporation and the number of shares of stock which the subscriber agrees to take, are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Joel Bory	3627 S.W. 8 Street Miami, FL 33135	100

ARTICLE TEN

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of the Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE ELEVEN

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly paid, subject to calls thereon until the whole thereof shall have been paid.

ARTICLE TWELVE

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in this certificate otherwise provided: any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the by-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

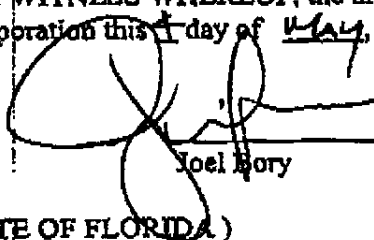
ARTICLE THIRTEEN

The corporation does hereby designate the following address as its registered office:

3627 S. W. 8 Street
Miami, Fl 33135

The corporation does hereby designate Joel Bory of Cellicom Wireless, Inc. as its Registered Agent.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 4 day of MAY, 2001.


(SEAL)
Joel Bory

STATE OF FLORIDA)

) SS:

COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Joel Bory, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed these articles of incorporation.

H 01000063179

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAYBE SERVED.

In pursuance of chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

CELLCOM WIRELESS, INC.

desiring to organize under the Laws of the State of Florida with its principal place of business in the City of Miami, County of Miami-Dade, State of Florida, has named Joel Bory located at 3627 S.W. 8 Street as its agent to accept service of process within the State of Florida. Miami, FL 33135

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at the 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated this 4th day of May, 2001.

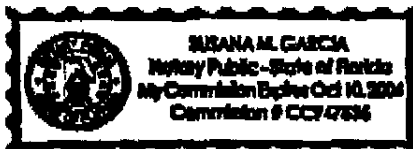
Resident and Registered Agent


Joel Bory

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 4th day of May, 2001.


NOTARY PUBLIC
State of Florida at Large

My Commission expires:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAY -8 AM 9:15

FILED

H 01000063179

MAY-07-2001 17:12