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ALSO MEMBER OF NY & CT BAR

OF COUNSEL TO
CHARLES WENDER
ATTORNEY-AT-LAW, CHARTERED

April 9, 2001

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

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-04/11/01--01049--031
*****78.75 *****78.75

ATTN: New Filing Section

RE: ~~CELLULAR DEPOT, INC.~~

Dear Sir/Madam:

Enclosed please find two (2) originals of the Articles of Incorporation with regard to the above matter along with a check in the amount of \$78.75, made payable to the Secretary of State.

Please return the certified copy to my attention at your earliest convenience.

Very truly yours,

Bruce Elliot Evans

BEE:bjk
Enclosures

I:corp.ltr

2545
1001-8508

2001 MAY -7 AM 10:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

5/8/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
2001 MAY -7 AM 10:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

April 16, 2001

BRUCE ELLIOT EVANS, ESQUIRE
190 WEST PALMETTO PARK ROAD
BOCA RATON, FL 33432

SUBJECT: CELLULAR DEPOT, INC.
Ref. Number: W01000008508

We have received your document for CELLULAR DEPOT, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 001A00022389

ARTICLES OF INCORPORATION

OF

CELLULAR SYSTEMS, INC.

FILED

2001 MAY -7 AM 10:45

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribed to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

CELLULAR SYSTEMS, INC.

and its initial post office address and its principal office for the conduct of business is:

5349 N.W. 35th Avenue
Fort Lauderdale, Florida 33309

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II

This corporation may engage or transact in 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

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock at \$.01 par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

ARTICLE IV

Every shareholder, upon the sale 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 rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, a Vice-President, Secretary and Treasurer, and any other officer as the Board of Directors may deem expedient, one or more of which may be designated in the name of the same person.

ARTICLE VI

This corporation shall have one director initially, and the number of directors may be increased from time to time by the By-Laws but shall never be less than one and shall never be an even number. The name and address of the initial director of this corporation is:

HASSAN ABOUD

5349 N.W. 35th Avenue
Fort Lauderdale, Florida 33309

ARTICLE VII

The name and address of the person signing these articles is:

HASSAN ABOUD
5349 N.W. 35th Avenue
Fort Lauderdale, Florida 33309

ARTICLE VIII

The street address of the initial registered office of this corporation is 5349 N.W. 35th Avenue, Fort Lauderdale, Florida 33309, and the name of the initial registered agent of this corporation located at 5349 N.W. 35th Avenue, Fort Lauderdale, Florida 33309, is Hassan Abboud.

ARTICLE IX

These articles of incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE X

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

ARTICLE XI

The shareholders of this corporation shall be entitled to remove any director from office at any time with or without cause.

ARTICLE XII

The shareholders and directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 26th day of April, 2001.


HASSAN ABOUD
SUBSCRIBER

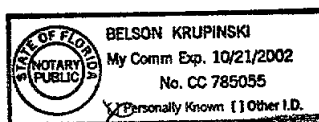
STATE OF FLORIDA :
COUNTY OF PALM BEACH :

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Hassan Abboud, who is personally known to me and who is the same person described in and who executed the within instrument, and who acknowledged the same to be his free act and deed that he executed the same and did take an oath.

Witness my hand and official seal in the County and State last aforesaid this 26th day of April, 2001.


Notary Public

My Commission Expires: 10/21/02



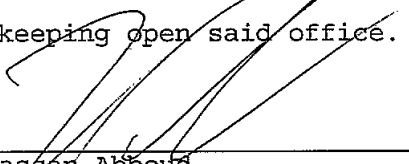
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

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

First--That CELLULAR SYSTEMS, INC., desiring to organize
under the laws of the State of Florida, with its principal office,
as indicated in the Articles of Incorporation at 5349 N.W. 35th
Avenue, Fort Lauderdale, Florida 33309, has named Hassan Abboud
located at 5349 N.W. 35th Avenue, Fort Lauderdale, Florida 33309,
as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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



Hassan Abboud
Resident Agent

FILED
2001 MAY - 7 AM 10:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA