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TRANSMITTAL LETTER

Department of state  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-07/27/01--01056--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: RUBIO WIRELESS, CORP.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: JAIRO RUBIO  
Name (Printed or typed)

421 N.E. 1ST. STREET SUITE 114  
Address

HALLANDALE, FL. 33009  
City, State & Zip

954-456-9968  
Daytime Telephone number

FILED  
01 JUL 27 PM 3:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

7-30-01  
WPC

## CERTIFICATE OF INCORPORATION OF

We, the undersigned subscribers to these articles of incorporation, natural persons competent to contract, hereby form of Corporation under the Laws of State of Florida.

### **ARTICLE I, NAME OF CORPORATION:**

The name of the Corporation shall be:

**RUBIO WIRELESS, CORP.**

### **ARTICLE II, GENERAL NATURE OF THE BUSINESS:**

The general nature of the business and the object and purposes to be transacted and carried on are,

To conduct any and all business not prohibited by the laws of the United States And State of Florida.

To conduct business in, have one or more offices, buying ,selling cellular & accessories.

To purchase the Corporate assets or any other Corporation and engage in the same or other character of business.  
of the State of Florida, or any other state government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

### **ARTICLE III, CAPITAL STOCK:**

The Maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 30,000 shares at \$1.00 par value. Such Stocks may be issued by the Corporation from time to time for such considerations as may be fixed by the Board of Directors thereof, and may be paid in cash, labor or services.

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01 JUL 27 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE IV, INITIAL CAPITAL:**

The number of shares with which this Corporation shall commence business is not less than 100 shares common stock, and the amount of Capital with which Corporation shall commence business not less than SIX THOUSAND DOLLARS (\$6,000).

**ARTICLE V, TERM:**

The Corporation shall continue perpetually, unless sooner dissolved according to laws.

**ARTICLE VI, PRINCIPAL PLACE OF BUSINESS:**

The initial place of business of said Corporation in this State shall be: 421 N.E. 1st. Street suite 114 Hallandale, FL. 33009  
principal place of business, or the place of the office to any other address in the State of Florida.

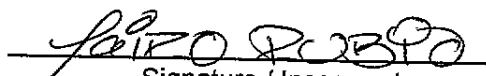
**ARTICLE VII, DIRECTORS:**

The business of the Corporation shall be conducted by a Board of Directors, and the number of which Directors shall be fixed by the Stockholders at any regular or called meeting, but the number of Directors shall not be less than one. A majority of the Board shall continue a quorum. The members of the Board of Directors shall be elected at the annual meeting of Stockholders, and the several officers as the case may be provided for in the by-laws, shall be elected by the Board of Directors at a meeting held immediately after the adjournment of the annual stockholders meeting.

**ARTICLE VIII, INCORPORATOR:**

The name and post office address of the members of the First Board of Director, who, subject to the provision of the Certificate of Incorporation, the by-laws of Corporation and the Statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified, as follows:

  
JAIRO RUBIO  
PRESIDENT

  
Signature / Incorporator

June 30, 2001

Date

**ARTICLE IX, INITIAL REGISTERED AGENT AND STREET ADDRESS:**

**JAIRO RUBIO**  
**421 N.E. 1ST. STREET APT. #114**  
**HALLANDALE, FL. 33009**

The Proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business. The name and place of residence of the subscribers to the capital stock and the number of the shares subscribed for are as follows:

6,000 SHARES AT \$1.00

**ARTICLE X, OFFICERS:**

The names and post office addresses of the officers, who subject to the provisions of this Certificate of Incorporation, the by-laws of the Corporation and the Statutes of the State of the Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified, are as follows:

**PRESIDENT**

**JAIRO RUBIO**  
**421 N.E. 1ST. STREET APT. #114**  
**HALLANDALE, FL. 33009**

*X JAIRO RUBIO*

**VICE-PRESIDENT**

**SANDRA LOPEZ**  
**421 N.E. 1ST. STREET # 114**  
**HALLANDALE, FL. 33009**

*X Sandra Lopez*

**ARTICLE XI, AMENDMENT:**


These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholder's meeting by a majority of the stocks entitled to vote thereon, unless all the Directors and all the stockholders sign a written statemnt manifesting their intention that certain amendments of these Articles of Incorporation be made.

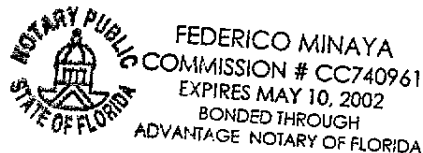
We, the undersigned, being the original subscribers to the capital stock an Articles of Incorporation, herein above named for the purpose of forming a Corporation to do business within and without the State of Florida, General Act of 1925, and all amendments hereto, do make and file stated are true and do respectively agree to take the number of shares of stock herein above set forth, and have accordingly set our hands and seal on the 30 day of JUNE 2001

STATE OF FLORIDA }  
COUNTY OF DADE } SS

I, HEREBY CERTIFY THAT on this day, before me a Notary Public, duly authorized in the State of Florida and County of Dade, to take acknowledgement, personally appeared **JAIRO RUBIO & SANDRA LOPEZ** to me well know to be the acknowledged me that they subscribed to those Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE  
NAMED ABOVE, THIS 30 DAY OF JUNE, 2001

NAMED ABOVE, THIS 30 DAY OF JUNE  
  
 NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
 MY COMMISSION EXPIRES: MAY 10, 2002



Personally known \_\_\_\_\_ Or Produced Identification  
Type of Identification Produced Passport

**CERTIFICATE DESIGNING OF BUSINESS OF DOMICILE FOR THE SERVICE WITHIN THIS STATE. NAMING AGENT UPON PROCESS MAY BE SERVED.**

In pursuance of Chapter 48, 901 section 607, 164 Florida Statutes, the following is submitted, in compliance with said act:

**FIRST: RUBIO WIRELESS, CORP.**

Desiring to organize under the laws of the State of Florida, with the principal office, as indicate in the Articles of Incorporation, at the City of Sunrise, County of Broward, State of Florida has named: **JAIRO RUBIO** mailing address: 421 N.E. 1ST. STREET SUITE 114 **HALLANDALE, FL. 33009**

#### ACKNOWLEDGEMENT.

*Having been named as registered agent and 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.*

Signature/Registered Agent

JUNE 30, 2001  
Date