

**PO10000**

**75680**

FILINGS, INC. (Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

800004511858--7

-08/02/01--01003--002

\*\*\*\*\*70.00 \*\*\*\*\*70.00

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. CELL #, INC.

(Corporation Name)

(Document #)

2. \_\_\_\_\_

(Corporation Name)

(Document #)

3. \_\_\_\_\_

(Corporation Name)

(Document #)

4. \_\_\_\_\_

(Corporation Name)

(Document #)



Walk in



Pick up time \_\_\_\_\_



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**FILED**  
01 AUG - 1 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**RECEIVED**  
01 AUG - 1 PM 3:34  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
CELL +, INC.

FILED  
01 NOV 5 - 1 PM 3:19  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH COMPETENT AS AN INCORPORATOR PURSUANT TO THE PROVISIONS OF SECTION 607.0201, FLORIDA STATUTES, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION, PURSUANT TO CHAPTER 607, FLORIDA GENERAL CORPORATION ACT, AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I. NAME OF CORPORATION

The name of the corporation is and shall be:

CELL +, INC.

ARTICLE II. GENERAL PURPOSE OF CORPORATION

The general purpose for which this Corporation is being initially organized is the transaction of any and all lawful business under Chapter 607, Florida General Corporation Act;

ARTICLE III. PRINCIPAL OFFICE

The principal office and place of business of the corporation, with the privilege of having additional offices at other places within the state of Florida, and within or without the United States of America shall be at:

62 NE 1<sup>st</sup> STREET  
MIAMI, FL 33132

#### ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Corporation and its initial registered agent shall be:

BERNARD EMANO  
62 NE 1<sup>st</sup> STREET  
MIAMI, FL 33132

#### ARTICLE V. INITIAL BOARD OF DIRECTORS

The Board of Directors of the Corporation shall consist of four (4) serving on the Initial Board of Directors. The number of Directors of the Corporation may be changed from the number of Directors serving on the initial Board of Directors at any time by affirmative vote of a majority of the stockholders. The number of directors constituting the initial Board of Directors shall be four (4) the name and address of each person who is to serve as a member thereof is as follows:

BERNARD EMANO  
62 NE 1<sup>st</sup> STREET  
MIAMI, FL 33132

RALPH ROFFE  
62 NE 1<sup>st</sup> STREET  
MIAMI, FL 33132

MING-JANE HSIEH  
62 NE 1<sup>st</sup> STREET  
MIAMI, FL 33132

CHEN HOW HWA  
62 NE 1<sup>st</sup> STREET  
MIAMI, FL 33132

#### ARTICLE VI. CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any one time shall be 500 shares of common stock at \$1.00 par value. There shall be only one class of shares.

#### ARTICLE VII. INCORPORATORS

The names and addresses of each incorporator are as follows:

BERNARD EMANO  
62 NE 1<sup>st</sup> STREET  
MIAMI, FL 33132

#### ARTICLE VIII. PREEMPTIVE RIGHTS OF STOCKHOLDERS

Every stockholder upon the sale for cash of any new stock, shall have the right to purchase his pro rata share thereof, at the price at which it is offered to others.

#### ARTICLE IX. REMOVAL OF DIRECTORS

Any or all Directors may be removed in accordance with provisions of Section 607.0808 Florida Statutes.

#### ARTICLE X. EXECUTIVE COMMITTEES

The Board of Directors, by Resolution, adopted by a majority of the full Board of Directors, may designate from among its members, an executive committee and one or more committees, each of which to the extent provided in such Resolution shall have and may exercise all of the authority of the Board Directors, except such acts set forth in Section 607.0825, Florida Statutes.

#### ARTICLE XI. ACTION BY DIRECTORS WITHOUT A MEETING

Any action which may be taken at a meeting of the Directors or a committee thereof, may be taken without a meeting, provided that a consent in writing setting forth the action so to be taken, signed by all of the Directors or all of the members of the Committee, as the case may be, is filed in the minutes of the proceedings of the Board of Directors or of the committee. Such consent shall have the same effect as a unanimous vote.

#### ARTICLE XII. AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time in accordance with the provisions of Section 607.1002, Florida Statutes.

#### ARTICLE XIII. GENERAL POWERS

This Corporation shall have all powers which a Corporation of this nature, under the laws of the State of Florida, may legally exercise, including, but not limited to, all of those powers enumerated and set forth in Section 607.0302, Florida Statutes.

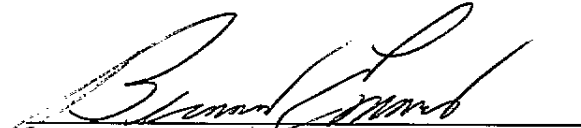
#### ARTICLE XIV. OFFICERS

The Officers of this Corporation shall consist of a President, Vice President, Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors in the manner and at the time prescribed in the By-Laws of this Corporation. Such other officers and assistant officers and agents, as may be deemed necessary, may be elected or appointed by the Board of Directors or chosen in such other manner as may be prescribed by the By-Laws. Any two or more offices may be held by the same person.

ARTICLE XV. DURATION OF CORPORATE EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved according to law; corporate existence shall commence upon the filing of these ARTICLES OF INCORPORATION by the Department of State.

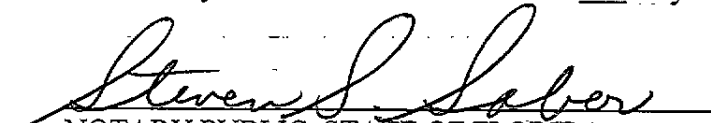
IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 25<sup>th</sup> day of JULY 2001.

  
BERNARD EMANO, Incorporator

State of Florida  
County of Broward

Before me, the undersigned authority, personally appeared BERNARD EMANO, to me known as the person described in and who executed and subscribed to the foregoing ARTICLES OF INCORPORATION, and he acknowledged before me that she executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 25<sup>th</sup> Day of JULY, 2001.

  
NOTARY PUBLIC, STATE OF FLORIDA  
STEVEN S. SABER  
TYPED OR PRINTED NAME

MY COMMISSION EXPIRES:



Steven S. Saber  
Commission # DD 027837  
Expires June 2, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

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, CELL +, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, Dade, County, State of Florida, has named BERNARD EMANO located at 62 NE 1<sup>st</sup> STREET, MIAMI, FL 33132, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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



BERNARD EMANO, Registered Agent

**FILED**  
01 AUG -1 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA