

Department of State
Division of Corporation

P.O. BAX 6327
TALLAHASSEE, FLORIDA 32314

RE: **HAND PHONE INTERNATIONAL INC.**

Please find enclosed a check of \$ 122.50 together with two copies of the articles of corporation of:

800004577968--5
-09/10/01--01076--017
****122.50 *****78.75

HAND PHONE INTERNATIONAL INC.

Please return certified copy to:

HAND PHONE INTERNATIONAL INC.
Attn: Legal Department
601 86th Street
MIAMI BEACH FL 33141

Thank you for your cooperation in this matter.

Sincerely yours,

Joel GILLET

01 SEP 20 PM 1:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Burch SEP 20 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 12, 2001

HAND PHONE INTERNATIONAL INC.
ATTN: LEGAL DEPARTMENT
601 86TH STREET
MIAMI BEACH, FL 33141

SUBJECT: HAND PHONE INTERNATIONAL INC.
Ref. Number: W01000021229

We have received your document for HAND PHONE INTERNATIONAL INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

PLEASE REMOVE ONE OF THE NAME AND ADDRESS IN ARTICLE IV, YOU CAN ONLY HAVE ONE REGISTERED AGENT.

A corporation may not act as its own incorporator. Please designate an individual, another active domestic or foreign corporation, with a street address.

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) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 401A00051307

ARTICLES OF INCORPORATION

HAND PHONE INTERNATIONAL INC.

The undersigned Incorporation for the purpose of forming a corporation under the corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1 NAME

The name of the corporation shall be:

HAND PHONE INTERNATIONAL INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and address of the corporation is:

**601 86th Street
MIAMI BEACH FL 33141**

ARTICLE III CAPITAL STOCK

The number of share of stock that this corporation is authorized to have outstanding at any one time is:

10'000 (Ten Thousand)

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent and initial office of the corporation is:

AGENT:

**JOEL GILLET
601 86th Street
MIAMI BEACH FL 33141**

FILED
01 SEP 20 PM 1:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

OFFICE:


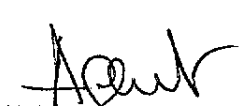
**HAND PHONE INTERNATIONAL INC.
601 86th Street
MAIMI BEACH FL 33141**

ARTICLE V INCORPORATION

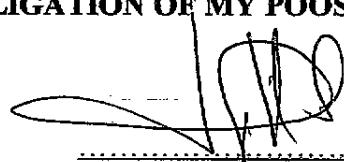
The name and address of the incorporation to these articles of incorporation are:

**Mr. Joel GILLET
601 86th Street
MIAMI BEACH FL 33141
Phone: 305 865 6112
Fax: 305 866 1275**

The undersigned have executed these Articles of Incorporation this **1st of September 2001**


Signature / 
Title

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNED
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 STATUES
RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES,
AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POOSITION
AS REGISTERED AGENT.**



DATE: 09/16/01