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LAW OFFICES
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December 06, 2001

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

900004716059--4
-12/10/01--01055--011
*****78.50 *****78.50

Re: Incorporation of INTERNATIONAL CELLULAR GROUP, INC.

Dear Sir/Madam:

Please find the enclosed check in the amount of \$78.50 along with the Articles of Incorporation for incorporation of the above referenced entity.

I am enclosing a self-addressed stamped envelope for return of the Letter of Incorporation and a true copy of the Articles of Incorporation.

Thank you for your attention and cooperation regarding this matter.

IVAN D. PIEDRAHITA, P.A.

By:


IVAN D. PIEDRAHITA, ESQ.
For the Firm

Enclosures: As set forth herein

FILED
01 DEC 10 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight DEC 11 2001

ARTICLES OF INCORPORATION
OF
INTERNATIONAL CELLULAR GROUP, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is INTERNATIONAL CELLULAR GROUP, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be 3040 NW 72 Ave. Miami, FL 33122.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares at 1.00 par value.

ARTICLE IV TIME

The period of the duration of this corporation is perpetual unless dissolved according to law.

ARTICLE V PURPOSE

The purpose for which the corporation is organized is to operate in any lawful business allowed in the State of Florida. The Articles of Incorporation along with the By-Laws of said corporation will govern.

ARTICLE VI DIRECTORS

The number constituting the initial Board of Directors of the corporation is two (2), and the name and address of the person who is to serve initially is:

1-HERNAN ARVELO 3040 NW 72 Ave., Miami, FL 33122
2-YOLANDA PUMAR 3040 NW 72 Ave., Miami, FL 33122

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TALLAHASSEE, FLORIDA

ARTICLE VII

The name and address of the incorporator is:

- HERNAN ARVELO 3040 NW 72 Ave., Miami, Fl 33122.

ARTICLE VIII REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

- HERNAN ARVELO 3040 NW 72 Ave., Miami, Fl 33122

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 06 day of December, 2001.

Signature of Incorporator

HERNAN ARVELO.

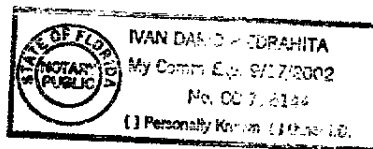
State of Florida
County of Broward

The foregoing instrument was acknowledged and sworn to before me this 06 day of December, 2001.

Notary

My Commission Expires: 9-17-2002

Prepared by: Ivan D. Piedrahita
1868 N. University Drive
Suite 207
Plantation, FL 33322
(954) 474-0111



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/ registered agent, in the state of Florida.

1. The name of corporation is: INTERNATIONAL CELLULAR GROUP, INC
3040 NW 72 Ave, Miami, Florida, 33122
2. The name and address of the registered agent and office is: HERNAN ARVELO
3040 NW 72 Ave., Miami, FL 33122

Signature _____

HERNAN ARVELO

Incorporator/Registered Agent

Date: December 06, 2001

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 _____

HERNAN ARVELO

Date: December 06, 2001

Registered Agent Filing Fee: \$35.00

Prepared by: Ivan D. Piedrahita
1868 N. University Drive
Suite 207
Plantation, FL 33322
(954) 474-0111

FILED
01 DEC 10 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA