

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.**CELCOMM CORPORATION**

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**ARTICLES OF INCORPORATION
OF
CELCOMM CORPORATION**

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

**ARTICLE I
NAME**

The name of the corporation shall be: **CELCOMM CORPORATION**

**ARTICLE II
DURATION AND EXISTENCE**

The Corporation shall have a perpetual existence. The existence of the Corporation shall commence upon the filing of these Articles of Incorporation with the Florida Secretary of State office.

**ARTICLES III
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business.

THIS DOCUMENT PREPARED BY:

Mark J. Scheer, Esq.
Gunster, Yoakley & Stewart, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131
Tel: (305) 376-6040

Florida Bar No.: 0710430

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ARTICLE IV
PRINCIPAL OFFICE

The initial principal office and mailing address of this Corporation shall be:

c/o Gunster, Yoakley & Stewart, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, FL 33131

ARTICLE V
DIRECTORS

(a) Number. This corporation shall initially have two (2) directors. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one.

(b) Initial Director. The name and street address of the initial members of the board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Hugo Rodriguez Alcala	9875 SW 69 th Court Miami, FL 33156
Diego Varela	9875 SW 69 th Court Miami, FL 33156

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

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ARTICLE VI
SHAREHOLDERS AGREEMENT

In accordance with Fla. Stat. § 607.0732, the shareholders shall enter into a shareholders agreement providing for certain limitations and restrictions on the actions of the Board of Directors without prior shareholder consent.

ARTICLE VII
SHARES

(a) The maximum number of shares of stock that this corporation is authorized to issue is one million (1,000,000) with a par value of \$.001 per common share of stock.

(b) Shareholders shall not have preemptive rights.

(c) Shareholders shall not have cumulative voting rights.

ARTICLE VIII
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is:

VALDES-FAULI CORPORATE SERVICES, INC.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, FL 33131

ARTICLE IX
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Mark J. Scheer, Esq.
Gunster, Yoakley & Stewart, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, FL 33131

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ARTICLE X
INDEMNIFICATION

This corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was director or officer of this corporation, or is or was serving at the request of this corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of this corporation and such breach constitutes:

(1) a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) a transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or

(3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a director, officer, employee or agent of this corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

The indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a director or officer or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to

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indemnification and advances under this Article shall be deemed to be a contract between the Corporation and each Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Business Corporation Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Corporation arising hereunder for claims relating to matters occurring prior to the repeal or modification.

ARTICLE XI
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE XII
BYLAWS

The initial bylaws may be adopted by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaws adopted without the consent of a majority of the shareholders entitled to vote agree that such amendment should be made.

IN WITNESS WHEREOF, the incorporator has executed these Articles on this 7th day of February, 2002.



MARK J. SCHEER, ESQ.,
Incorporator

FAX AUDIT NO.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

VALDES-FAULI CORPORATE SERVICES, INC.

By: 

Mark J. Scheer, Vice President

Dated: February 7th, 2002

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