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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

CELLULAR BOUTIQUE, INC.

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
CELLULAR BOUTIQUE, INC.

The undersigned subscriber(s) of these Articles of Incorporation, each natural person(s) competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is: CELLULAR BOUTIQUE, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business and the objects and it's purposes are to buy and sell cellular phones, and other business ventures of any nature whatsoever both within and outside the State of Florida, and any all other lawful purposes not prohibited by the laws of the United States or the State of Florida.

And, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

And, further, to borrow or raise money for any purpose of the company, and to secure the same at such rates of interest as the Corporation may determine, or for other purposes, to mortgage all or any part of the property corporeal or incorporeal, rights or franchise of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

Manuel F. Fente, Esq.
Law Offices of Manuel F. Fente, P.A.
1110 Brickell Avenue, Seventh Floor
Miami, Florida 33131
Florida Bar No: 234737 13500

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TALLAHASSEE, FLORIDA

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is:

One hundred (100) shares at ten (\$10.00) dollars par value.

ARTICLE IV

The amount of stated capital with which this corporation will begin business is not less than:
One thousand (\$1,000.00) dollars.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

18612 N.W. 48th Avenue
Coral City, Florida 33055

The Board of Directors may from time to time move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within and without the United States.

ARTICLE VII
DIRECTOR(S)

The number of Directors maybe increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The name and post office address of the member(s) of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-laws and the Corporation law of the State of Florida, shall hold office for the first year of the corporation's existence, or until his/their

successors are elected and have qualified, are:

<u>Name</u>	<u>Address</u>
Avelino Vega	18612 N.W. 48 th Avenue Carol City, Florida 33055
Avelino A. Vega	18612 N.W. 48 th Avenue Carol City, Florida 33055

ARTICLE IX **SUBSCRIBERS**

The name(s) and post office address(es) of each subscriber of these Articles of

Incorporation:

<u>Name</u>	<u>Address</u>
Avelino Vega	18612 N.W. 48 th Avenue Carol City, Florida 33055
Avelino A. Vega	18612 N.W. 48 th Avenue Carol City, Florida 33055

ARTICLE X **AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Director(s), proposed by them to the Stockholders, and approved at a Shareholder's meeting by majority of the shares entitled to vote hereon.

ARTICLE XI **DESIGNATION OF REGISTERED RESIDENT AGENT**

That, Manuel F. Fente, Esq., Law Offices of Manuel F. Fente, P.A., 1110 Brickell Avenue, 7th Floor, Miami, Florida 33131, hereby named registered resident agent for this corporation to be its agent and to accept service of process within the State of Florida at this registered office.

ARTICLE XII **PRE-EMPTIVE RIGHTS**

Any Shareholder or the corporation desiring to sell his/her shares in the corporation, shall first offer those shares to the other Shareholders upon the same terms and conditions as the shares are

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being offered to Non-Shareholders. Any other Shareholders wishing to purchase the offered shares, shall exercise their right of first refusal within thirty (30) days of receipt of a written offer to sell. Thereafter, the selling Shareholder shall be free to sell his shares to any Non-Shareholder upon the same terms and conditions as were offered to the remaining Shareholders.

I, THE UNDERSIGNED, being the only original subscriber herein above named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 30 day of Feb., 2002.

Avelino Vega
 AVELINO VEGA

ACKNOWLEDGMENT

Having been named to accept service of process for CELLULAR BUTIQUE, INC., the place designated in this Article, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

Manuel F. Fente
 MANUEL F. FENTE, ESQ.
 Registered Agent

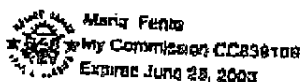
STATE OF FLORIDA
 COUNTY OF DADE

I HEREBY CERTIFY, that on this day before me, a Notary Public, duly authorized to administer oaths and take acknowledgments, personally appear AVELINO VEGA, to me known to be the person(s) described as subscriber and who executed the foregoing Articles of Incorporation, and acknowledged before me that he/they subscribed to those Articles of Incorporation.

WITNESS, our hand and seal in the County and State named above, this 30 day of Feb., 2002.

Maria Fente
 NOTARY PUBLIC
 STATE OF FLORIDA

MY COMMISSION EXPIRES:



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