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LAW OFFICE OF DON D. G. JAMES, P.A.

North Gables Executive Center
1000 Ponce de Leon Blvd., Suite 115,
Coral Gables, Florida 33134
Telephone (305) 441-6666
Facsimile: (305) 441-2552

February 19, 2002

Division of Corporations
409 E. Gaines Street,
Tallahassee, Florida 32314

FILED
03 MAR -8 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sirs:

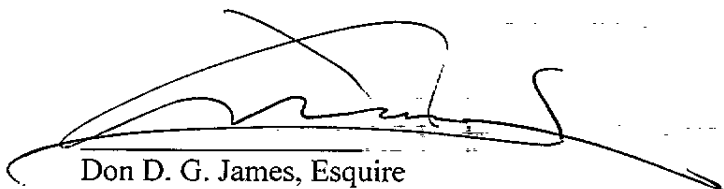
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*****78.75 *****78.75

Enclosed, please find our draft of Articles of Incorporation for our client, METRO CELL, INC.
We have also enclosed our check for \$78.75, same being the appropriate filing fee, as advised.

Kindly forward to our office, the officially conformed copy of the Articles of Incorporation and
all relevant documents concerning this matter.

Thank you for your professional assistance and please feel free to call our office if you have any
questions.

Sincerely,



Don D. G. James, Esquire

DL / jm



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 28, 2002

DON D.G. JAMES, ESQ.
10000 PONCE DE LEON BLVD STE 115
CORAL GABLES, FL 33134

SUBJECT: METRO CELL, INC.
Ref. Number: W02000005860

We have received your document for METRO CELL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

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) 245-6925.

Cynthia Blalock
Document Specialist
New Filing Section

Letter Number: 002A00012401

ARTICLES OF INCORPORATION

OF

METRO CELL, INC.

FILED
03 MAR -8 AM 9:25
SEALING STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

_____The name of the corporation is: METRO CELL, INC.

ARTICLE II - PURPOSE

_____This corporation is organized for the purpose of performing and engaging in all lawful pursuits and the purpose of the corporation shall be carried out only through officers, employees, and agents of the corporation.

ARTICLE III - PRINCIPAL OFFICE & REGISTERED OFFICE

_____The initial address of the Registered Office, Principal Office and Mailing Address of this Corporation is: 10421 N.W. 28th Street, #D-101, Miami, Florida 33172.

ARTICLE IV - DURATION

_____The Duration of the corporation is a perpetual existence.

ARTICLE V - POWERS OF CORPORATION

_____The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE V1 - CAPITAL STOCK

_____The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00). No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

The Board of Director(s) of the Corporation may, by Restated Articles of incorporation, classify or reclassify any un-issued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE V11 - SUB-CHAPTER S CORPORATION

_____The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended and if qualified under applicable law.

The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the

Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub- chapter S of the Internal Revenue Code of 1 986, as amended.

Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE V111 – SHAREHOLDERS’ RESTRICTIVE AGREEMENT

_____All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares-of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 1X - REGISTERED OWNER(S)

_____The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE X - CORPORATE OFFICER(S)

_____The officer(s) of the Corporation are named as follows:

<u>Name</u>	<u>Corporate Title(s)</u>
MONICA SHAFFER	PRESIDENT & CEO
WEN-CHIEH LIU	CHIEF FINANCIAL OFFICER
TZU WEN WANG	CHIEF OPERATING OFFICER
GUSTAVO ZAPATA	CORPORATE SECRETARY

ARTICLE X1 - INITIAL BOARD OF DIRECTORS

_____The number of directors constituting the initial Board of Directors of the corporation is one (1). The person(s) who are to serve as members of the initial Board of Directors are:

<u>Names,</u>	<u>Corporate Title(s)</u>	<u>Address</u>
MONICA SHAFFER	PRESIDENT & CEO	18151 NE 31 Ct., Aventura, FL 33160
WEN-CHIEH LIU	Chief Financial Officer	2622 Williams Grant, Sugar Lane, TX 77479
TZU WEN WANG	Chief Operating Officer	301 Kingsford Street, Monterey Park, CA 91754
GUSTAVO ZAPATA	Corporate Secretary	10421 NW 28 th Street, #D-101, Miami, FL 33172

The number of directors may be either increased or decreased from time to time as provided by in the By-Laws of this corporation, but shall never be less than one.

ARTICLE X11 - STOCKHOLDERS & VOTING RIGHTS

_____Stockholding, Ownership and Voting Rights in the corporation are apportioned as follows:

<u>Stockholder's Name</u>	<u>Ownership</u>	<u>Voting Rights</u>
MONICA SHAFFER	30%	30%
WEN-CHIEH LIU	30%	30%
TZU WEN WANG	30%	30%
GUSTAVO ZAPATA	10%	10%

ARTICLE X111 - REGISTERED AGENT

_____The name and address of the initial registered agent is:

MONICA SHAFFER
Address: 10421 NW 28th Street, #D-101, Miami, FL 33172

ARTICLE XIV - INCORPORATOR

_____The name and address of the incorporator is:

MONICA SHAFFER

Address: 10421 NW 28th Street, #D-101, Miami, FL 33172

ARTICLE XV - BY-LAWS

_____The power to alter, amend or repeal By-Laws shall be vested in each of the Board of Directors and the shareholders of this corporation. The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, amendment or repeal of the Bylaws.

ARTICLE XV1 - AMENDMENT

_____The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE XV11 - EFFECTIVE DATE

_____These Articles of Incorporation shall be effective immediately, upon approval of the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 6 day of February, 2002.

Monica Shaffer
Name Printed

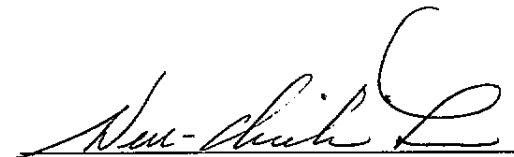
[Signature]
Signature

SWORN TO and SUBSCRIBED before me this 6 day of February, 2002
at Miami-Dade County, Florida.
Commission Expires: _____



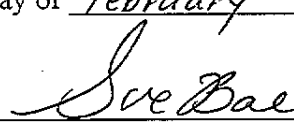
[Signature]
Notary Public, State of Florida

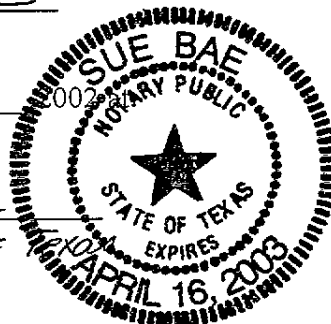
Wen-Chieh Liu
Name Printed


Signature

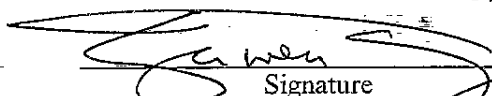
SWORN TO and SUBSCRIBED before me this 16th day of February
Fort Bend County TX

Commission Expires: 4/16/03


Notary Public, State of Florida
SB

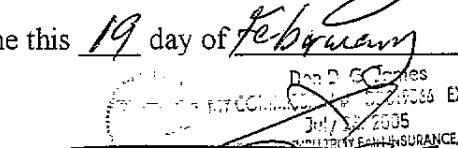


Tzu Wen Wang
Name Printed


Signature

SWORN TO and SUBSCRIBED before me this 19 day of February, 2002 at
Miami-Dade County, Florida.

Commission Expires:

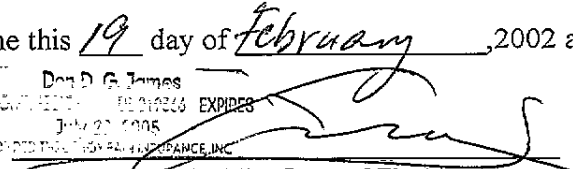

Notary Public, State of Florida

Gustavo Zapata
Name Printed


Signature

SWORN TO and SUBSCRIBED before me this 19 day of February, 2002 at
Miami-Dade County, Florida.

Commission Expires:


Notary Public, State of Florida

ACCEPTANCE OF REGISTERED AGENT

_____ **MONICA SHAFFER**, having a business office identical with the registered office of the Corporation named above and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation and being familiar with the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes, do hereby accepts said designation as Registered Agent and Agree to comply with the provisions of law relative to keeping open the said office.


Monica Shaffer, Registered Agent

STATE OF FLORIDA }
COUNTY OF DADE }

BEFORE ME, the undersigned authority, authorized to take acknowledgment in the State and County set forth above, personally appeared: MONICA SHAFFER, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 19 day of February, 2002.

My Commission expires:



Dr. D. G. Jones
NOTARY PUBLIC, STATE OF FLORIDA
COMMISSION EXPIRES JULY 1, 2003
BONDED THROUGH FIDELITY & SECURITY INSURANCE CO. OF FLORIDA, INC.

Notary Public, State of Florida