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CORPORATION NAME(S) & D	,	:	,
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Annual Report	REGISTRATIO QUALIFICATIO	N SOI	00058141583 -06/18/0201049005 *****78.75 *****78.75
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ARTICLES OF INCORPORATION OF

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UNICELL TECHNOLOGIES, INC.

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SECRETARY OF STATE THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION. FLORIDA UNDER THE FLORIDA GENERAL CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I

The name and address of the corporation:

UNICELL TECHNOLOGIES, INC. 10820 SW 72ND STREET #141 MIAMI, FL 33173

ARTICLE II

The period of its duration is perpetual

ARTICLE III

The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

ARTICLE IV

The purpose(s) for which the corporation is organized is to engage in the transaction of any or all Lawful business for which the corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V

The aggregate number of shares, which the corporation shall have authority to issue, is one hundred (100) shares of capital stock, \$ 1.00 par value.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation are two (2) and the names and addresses of the person(s) who are to serve as director(s) until the first annual meeting of shareholders or until the successors are elected and qualified are:

D/P: THIAGO ROCHA FREITAS 9369 FOUNTAINBLEAU BLVD #J228 MIAMI, FL 33172

D/S: JOSE CARLOS DE FREITAS 9369 FOUNTAINBLEAU BLVD #J228 MIAMI, FL 33172

ARTICLE VII

The shares of Capital Stock of this corporation shall be issued to the following person(s):

Name

Address

Shares

THIAGO ROCHA FREITAS 9369 FOUNTAINBLEAU BLVD #J228 MIAMI 50% FL 33172

JOSE CARLOS DE FREITAS 9369 FOUNTAINBLEAU BLVD #J228 MIAMI FL33172 50%

ARTICLE VIII

The name and address of the incorporator and the address of the principal office is:

THIAGO ROCHA FREITAS 9369 FOUNTAINBLEAU BLVD #J228 MIAMI, FL 33172

ARTICLE IX

The name and address of the initial registered agent is:

THIAGO ROCHA FREITAS 9369 FOUNTAINBLEAU BLVD #J228 MIAMI, FL 33172

Dated: June 17, 2002

Incorporator

Initial Registered Agent

STATE OF FLORIDA COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 17 day of June 2002, by THIAGO ROCHA FREITAS the Incorporator, who is personally known to me and who did take an oath.

Notary Public State of Florida at Large

My commission Expires:

OFFICIAL NOTARY SEA
ISRAEL B PANDO
COMMISSION NUMBER

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION- REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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 the corporation is: UNICELL TECHNOLOGIES, INC.
- 2. The name and address of the registered office is:

THIAGO ROCHA FREITAS 9369 FOUNTAINBLEAU BLVD #J228 MIAMI, FL 33172

Signature:

Title: INCORPORATOR

Date: June 17, 2002

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 FUTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Signature:

Title: Registered Agent

Date: June 17, 2002