

Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
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FLORIDA PROFIT CORPORATION OR P.A.
CELLNET AMERICA GROUP CORPORATION

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ARTICLES OF INCORPORATION

CELLNET AMERICA GROUP CORPORATION

The undersigned Incorporates, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of incorporation.

ARTICLE I - NAME

The name of the corporation shall be: CELLNET AMERICA GROUP CORPORATION

ARTICLE II - MAILING ADDRESS, REGISTERED OFFICE AND PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

c/o 407 Lincoln Rd. suite 11-L,
Miami Beach, FL 33139

ARTICLE III - SHARES

The number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

ONE HUNDRED SHARES OF ONE DOLLAR PAR VALUE COMMON STOCK.

The ownership of the shares of stock is as follows:

Name of Stockholder: Fox s.c.a.,Uruguayan Corporation

Address of the Stockholder: Blvd. Artigas y Los Alpes p.7
Punta del Este, Maldonado
Maldonado- URUGUAY
SOUTH AMERICA.

Number of Shares: 100.

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ARTICLE IV - STOCKHOLDERS

1. PLACE OF MEETING

Meetings of stockholder(s) shall be held on the principal office of the corporation or at such place within or without the State of Florida, as the board shall authorize.

2. ANNUAL MEETING

The annual meeting of stockholder(s) shall be held on December, as the board shall call.

3. SPECIAL MEETINGS

The board may call special meetings of the stockholder(s) or by the President or at the request of stockholder(s) owning a majority of the stock entitled to vote as such meeting.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Nelson Odella
407 Lincoln Rd. suite 11 L
Miami Beach, Florida 33139

ARTICLE VI - DIRECTORS

The Corporation shall have three directors. Incorporator have appointed:

Mr. Enrique Riccetto, as Operations - Director

Mr. Pablo Rodriguez , as Executive - Director

Mr. Jorge Rodriguez , as Finance - Director

The "Executive - Director" manages the business in a daily basis manager, and reports to the Assembly of Stockholder(s), the President, Vice-President and Treasurer of the Corporation.

In case of absence of the Executive - Director, the Operations - Director or the Finance - Director will take the Executive - Director's position, holding the same duties. Either, the Operations-Director or the Finance-Director are authorized to use the title of "Director".

Finance-Director, represents the corporation and are full empowered without any limitation to do all things necessary or convenient to carry out business and affairs of the corporation in accordance to Section 607.0302 of the Florida General Corporation Act. Including, open and closing of account(s) with bank(s), and to deposit and withdrawn therein funds of the corporation. All drafts, checks, and notes of the corporation payable on said account(s) shall be made in the name of the corporation, and signed by the Finance-Director.

ARTICLE VII - DESIGNATED OFFICERS

The name and street address of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, are:

PRESIDENT: Enrique Riccetto
17021 North Bay Rd. # 707
North Miami Beach, FL 33160

TREASURY: Pablo Rodriguez
c/o 407 Lincoln Rd. 11-L
Miami Beach, FL 33141

SECRETARY: Jorge Rodriguez
17021 North Bay Rd. # 707
North Miami Beach, FL 33160


At any time, any designated officer represents the corporation and is full empowered without any limitation to do all things necessary or convenient to carry out business and affairs of the corporation in accordance to Section 607.0302 of the Florida General Corporation Act. Including, open and closing of account(s) with bank(s), and to deposit and withdrawn therein funds of the corporation. All draft, checks, and notes of the corporation payable on said account(s) shall be made in the name of the corporation, and signed by any of them.

ARTICLE VIII: INCORPORATOR

The incorporator is Fox s.c.a. acting through its agents Mr. Enrique Riccetto

Enrique Riccetto, Agent of Fox s.c.a.
407 Lincoln Rd. 11-1
Miami Beach, Florida 33139

IN WITNESS WHEREOF, the undersigned incorporates has executed these Articles of
Incorporation this 15 days of July, 2002

Incorporator 
Fox S.C.A.
By Enrique Riccetto, Agent

Date: 07/15/02

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/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 designation the registered office/registered agent, in the State of Florida.

The name of the Corporation is:

CELLNET AMERICA GROUP CORPORATION

The name and address of the registered agent is:

Nelson Odella
407 Lincoln Rd. 11-L
Miami Beach, FL 33139

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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 AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Registered Agent:


Nelson Odella

Date:

07/15/02