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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
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FLORIDA PROFIT CORPORATION OR P.A.

ms cell, corp.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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(5)

ARTICLES OF INCORPORATION

OF

MS CELL, CORP.

CORPORATE NAME AND PRINCIPAL PLACE OF BUSINESS

MS CELL, CORP.
9410 NW 12th Street
Miami, FL 33172

ARTICLE II

CORPORATE EXISTENCE

The existence of the corporation shall be perpetual. Corporate existence shall begin upon the filing of the Articles of Incorporation by the Florida Department of State.

ARTICLE III

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue a maximum of one thousand (1000) shares of stock. The shares authorized shall be common stock, having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

**Rawny Garay, Esq.
19 West Flagler Street Suite 605
Miami, FL 33130**

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time according to the by-laws, but shall never be less than one.

The names and addresses of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Carlos Garcia, Jr.	9410 NW 12th Street Miami, FL 33172
Hernan Edgardo Garcia	9410 NW 12th Street Miami, FL 33172
Diego Alejandro Rulli	9410 NW 12th Street Miami, FL 33172
Augusto Leonardo Rulli	9410 NW 12th Street Miami, FL 33172

The members of this Board of Directors shall hold office until the first annual meeting of stockholders of the Corporation.

ARTICLE VII
INCORPORATORS

The name and post office of the incorporator executing these Articles of Incorporation is as follows:


<u>INCORPORATOR</u>	<u>ADDRESS</u>
Carlos Garcia, Jr.	9410 NW 12 th Street Miami, FL 33172
Hernan Edgardo Garcia	9410 NW 12 th Street Miami, FL 33172

The undersigned, being the original subscriber to these Articles of Incorporation, for the purpose of forming a Corporation for profit and to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and, accordingly, has hereunto set her hand and seal this

16th day of AUGUST, 2003.



Carlos Garcia, Jr.



Hernan Edgardo Garcia

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STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized in the State of Florida, County of DADE to take acknowledgments, personally appeared **Hernan Edgardo Garcia and Carlos Garcia, Jr.**, the persons described as Incorporators in the foregoing Articles of Incorporation or who presented the following identification:

TX IDENTIFICATION

WITNESS my hand and seal at Miami-Dade County, Florida this 16 day of AUGUST, 2003.



Kendrick G. Whittle
Commission # CC 952143
Expires June 29, 2004
Docketed Title
Atlantic Bonding Co., Inc.

[Signature]
Notary Public
State of Florida

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TALLAHASSEE, FLORIDA

My Commission expires:

**CERTIFICATE DESIGNATING REGISTERED
AGENT FOR SERVICE OF PROCESS**

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates **Rawny Garay, Esq.**, as its registered Agent to accept service of process within this State.

[Signature]
Rawny Garay, Esq.

The undersigned hereby accepts the foregoing designation as Registered Agent for service of process within the State of Florida, and agrees to comply with the provisions of the law applicable to said designation.

[Signature]
Rawny Garay, Esq.

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