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**0380. 11235**

**FLORIDA PROFIT CORPORATION OR P.A.**

**BRIGHTSTAR MEXICO HOLDINGS, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BRIGHTSTAR MEXICO HOLDINGS, INC.**

The undersigned Incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act.

**ARTICLE I  
NAME OF CORPORATION**

The name of this corporation (the "Corporation") shall be **BRIGHTSTAR MEXICO HOLDINGS, INC.**

**ARTICLE II  
STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office of the Corporation is 2010 N.W. 84<sup>th</sup> Avenue, Miami, Florida 33122.

**ARTICLE III  
MAILING ADDRESS**

The mailing address of the Corporation is 2010 N.W. 84<sup>th</sup> Avenue, Miami, Florida 33122.

**ARTICLE IV  
AUTHORIZED SHARES**

The total authorized capital stock of this Corporation shall consist of one thousand (1,000) shares of common stock, par value \$0.01 per share.

**ARTICLE V  
ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the initial registered office of this Corporation in the State of Florida is Kirkpatrick & Lockhart LLP, Miami Center, 20<sup>th</sup> Floor, 201 South Biscayne Boulevard, Miami, Florida 33131, and the initial registered agent of this Corporation at that address shall be Pablo S. Quesada, Esq.

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**ARTICLE VI  
INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is **Pablo S. Quesada, Esq.**, Kirkpatrick & Lockhart LLP, Miami Center, 20<sup>th</sup> Floor, 201 South Biscayne Boulevard, Miami, Florida 33131.

**IN WITNESS WHEREOF**, I have executed this instrument this 29<sup>th</sup> day of December 2003.

Incorporator:

By 

Print Name: Pablo S. Quesada

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**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT UPON WHOM SERVICE  
OF PROCESS WITHIN THIS STATE MAY BE SERVED**

**THE UNDERSIGNED**, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

By: 

Print Name: Pablo S. Quesada, Esq.

Date: December 29, 2003

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