

Florida Department of State  
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To: Division of Corporations  
Fax Number : (850)205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
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FILED  
04 APR -7 AM 10:38  
STATE  
TALLAHASSEE, FLORIDA

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

**TODO CELL, INC.**

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

April 7, 2004

FAS-T

SUBJECT: TODO CELL, INC.  
REF: W04000013578

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

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Becky McKnight  
Document Specialist  
New Filings Section

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SECOND JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
TODO CELL, INC

ARTICLE I- NAME

The Name of this Corporation is: TODO CELL, INC

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III - PURPOSE

This corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V- INITIAL REGISTERED OFFICER AND AGENT

The name and street address of the initial registered officer of this corporation:

OSIRIS JEREZ, The Principal Place of Business of the Corporation shall be: 7410 West 18 Av  
Hialeah, FL 330114

ARTICLE VI- INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial Director is:

Name:

OSIRIS JEREZ  
President

Address:

7410 West 18 Av  
Hialeah, FL 33014

Prepared by:

A & B Consulting Enterprises Inc.  
1929 West 60<sup>th</sup> Street, Hialeah, Florida 33012  
Phone: 305-827-0028 Fax: 305-827-0076  
email: aburgos2@bellsouth.net

ARTICLE VII- LAWS

The by-laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder (s) or Director (s).

ARTICLE VIII- INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX- PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this corporation of the same kind class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

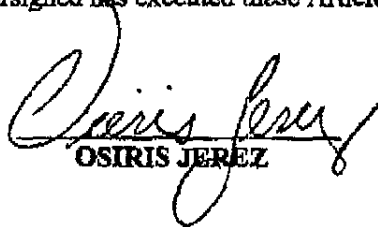
ARTICLE X- INCORPORATOR

The person signing these articles is: **OSIRIS JEREZ**

XI- AMENDMENT

This corporation reserve the right to amended or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHERE OF, the undersigned has executed these Articles of Incorporation, this 05 of April, 2004.

  
**OSIRIS JEREZ**

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, 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.

First that TODO CELL, INC desires to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Miami Dade County and has named OSIRIS JEREZ as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
OSIRIS JEREZ  
Registered Agent