

P04000076 70/

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

*[Handwritten signature]*



300030718233

03/23/04--01028--008 \*\*70.00

FILED

2004 MAY 12 P 2:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*[Handwritten: 0004-11955]*  
*[Handwritten: 003-111257]*

**LAURA ROJAS**  
**715 Del Rio Way**  
**Kissimmee, FL 34758**

*daytime tel: 407-729-6367*

March 9, 2004

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: ALLSTAR WIRELESS, INC.

Please find enclosed signed original and one copy of the Articles of Incorporation of subject corporation, together with my check in the sum of \$70.00 comprising Filing Fee of \$35.00 and Designation of Registered Agent Fee of \$35.00 for registration of the said company.

Trusting you find everything in order, may I say thanks in advance for your early attention.

Sincerely,

LAURA ROJAS



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

March 26, 2004

LAURA ROJAS  
715 DEL RIO WAY  
KISSIMMEE, FL 34758

SUBJECT: ALLSTAR WIRELESS, INC.  
Ref. Number: W04000011955

*COMMUNICATION.*

We have received your document for ALLSTAR WIRELESS, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

The document number of the name conflict is P03000111257.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole  
Document Specialist  
New Filings Section

Letter Number: 004A00019987

**ARTICLES OF INCORPORATION**  
**of**  
**ALLSTAR WIRELESS COMMUNICATION, INC.**

**FILED**  
2009 MAY 12 P 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*The undersigned Agent(s) being natural person(s) competent to enter into contracts, do hereby form a corporation under the Florida Business Corporation Act, and for this purpose hereby adopt(s) the following Articles of Incorporation.*

**I. NAME AND EFFECTIVE DATE**

The name of the corporation shall be: **ALLSTAR WIRELESS COMMUNICATION, INC.**  
The corporation shall come into being upon official filing and approval of these Articles.

**II. PURPOSE OF CORPORATION**

1. The nature of the business and the purpose for which the corporation is organized are as follows:
  - a) To engage in the sale and service of cellular telephones and wireless communication equipment, and generally to develop, turn into account and trade and deal in cellular phones, mobile, wireless and radio transmission equipment of all kinds.
  - b) To engage in any and all lawful activities of business, and to do any and all acts incident thereto or which the Board of Directors in their deliberate judgement may deem necessary for the purpose of carrying out, or for the success of, any business permitted under the laws of the United States of America and/or the State of Florida.
  - c) To do any and all of these things as fully and completely as natural persons in any part of the world.
2. The purpose, objects and powers specified herein shall be construed as separate and independent purposes, objects and powers, and in nowise shall be limited or restricted by reference to, or inference from, the name of the business, or the information in any other paragraph(s), except where otherwise expressed in such paragraph(s).

**III. PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of the corporation shall be: **715 Del Rio Way, Kissimmee, FL 34758**, or as otherwise designated from time to time by the Board of Directors.

#### ***IV. INITIAL BOARD OF DIRECTORS***

The initial Board of Directors shall comprise of THREE (3) members. The number of directors may be increased or decreased from time to time by the By-laws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors are:

LAURA ROJAS, 715 Del Rio Way, Kissimmee, FL 34758 (allotted 200 shares)  
ROGELLIO SERRANO, 715 Del Rio Way, Kissimmee, FL 34758 (allotted 200 shares)  
MARIA GONZALEZ, 525 Kilimanjaro Dr., Kissimmee, FL 34758 (allotted 300 shares)

#### ***V. CAPITALIZATION***

The corporation shall be a Small Business Corporation as defined under Section 1244 of the Internal Revenue Code, and the stock issued shall be in accordance with the following Plan.

1. The corporation is authorized to issue FIVE THOUSAND (5,000) shares of ONE DOLLAR (\$1.00) par value, each, which shall be designated "Common Stock" or "Common Shares".
2. The period during which this offering will be open in the first instance shall be two (2) years from the date of incorporation.
3. No shares offered or issued under this Plan shall be issued in exchange for stocks or securities, or for services not delivered or rendered as at the date of issue.
4. All holders of shares of common stock shall be identical with each other, and each holder shall be entitled to have unlimited voting rights on all shares held, and be entitled to one vote for each share on all matters on which shareholders have the right to vote.
5. The Board of Directors of the corporation may from time to time authorize the issuance of shares of stock of any class, or securities convertible into shares of any class, authorized for such consideration as the Board of Directors may deem advisable, subject to such restrictions, if any, as may be set forth in the Bylaws of the corporation.
6. No holder of shares of stock of any class shall have preemptive right to subscribe to, or purchase any additional shares of any class, or any bonds or convertible securities, provided that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right the Board of Directors may deem advisable in consideration of such issuance.
7. The Board of Directors may, by restated Articles of Incorporation, classify or re-classify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

8. All holders of shares of common stock, upon dissolution of the corporation, shall be entitled to receive the net assets of the corporation.

## ***VI. POWERS OF DIRECTORS AND STOCKHOLDERS***

The Directors and Stockholders of the corporation shall have the following powers:

1. The Directors shall have power to make, adopt, alter, amend or repeal the By-laws of the corporation; to fix the amount of working capital to be reserved, and to authorize and/or cause to be executed mortgages and liens without limit as to amount, upon the property and franchise of the corporation.
2. Pursuant to a vote of the holders of the majority of the capital stock issued and outstanding, and with consent in writing, the Directors shall have authority to dispose, in any manner, of the whole property of the corporation.
3. The By-laws shall determine whether and to what extent the books of accounts of the corporation, or any of them shall be open to inspection by Stockholders, and no stockholder shall have the right to inspect any book, document, paper or account of the corporation, except as otherwise provided by law, or the By-laws, or by resolution of the Stockholders.
4. The Stockholders and the Directors shall have the power to hold meetings and keep books, documents, papers and records of the corporation outside the State of Florida, at such places as may be designated from time to time by the By-laws or by resolution of the Stockholders or the Directors, except as otherwise required by the laws of the State of Florida.

## ***VII. DIRECTORS' COMPENSATION AND QUALIFICATION***

The Shareholders shall have exclusive authority to fix the compensation of the Directors and set their qualification, if any.

## ***VIII. INDEMNIFICATION***

The corporation shall indemnify each director or officer, or former directors or officers of the corporation to the full extent permitted by law; and directors and officers or former directors and officers shall not be liable to either the corporation or the Stockholders for monetary damages for breach of fiduciary duties, unless the breach involves any or all of the following:

1. A director's duty of loyalty to the corporation or its Stockholders.
2. Acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law.
3. Liability for unlawful payments of dividends or unlawful stock purchase or redemption by the corporation.

4. Any transaction for which the director derived unlawful personal benefit.

**IX. MEETINGS**

Notwithstanding anything else written in these Articles, the Directors shall have the right to participate in regular or special meetings of the Board of Directors by means of conference, telephone, telecommunication devices, or other means permitted by law.

**X. AMENDMENT(S)**

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment(s) thereof, and any right(s) conferred upon the Shareholders is subject to this reservation.

**XI. INITIAL REGISTERED AGENT**

The name and Florida street address of the initial Registered Agent are: LAURA ROJAS, of 715 Del Rio Way, Kissimmee, FL 34758.

**XII. INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are: LAURA ROJAS of 715 Del Rio Way, Kissimmee, FL 34758.

---

*Having being named as Registered Agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with, and accept the appointment as Registered Agent and agree to act in this capacity.*

Laura Rojas  
Signature/Registered Agent

Laura Rojas  
Signature/Incorporator

4-19-04  
4-19-04  
2004 MAY 12 P 2:34  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA