

P04000139537

Florida Department of State  
Division of Corporations  
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**BASIC AMENDMENT**

**C & D ENTERPRISE OF BOCA INC.**

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#0604 P.006 /006



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

October 11, 2005

C & D ENTERPRISE OF BOCA INC.  
301 N. FEDERAL HWY.  
BOCA RATON, FL 33432

SUBJECT: C & D ENTERPRISE OF BOCA INC.  
REF: P04000139537

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

Please put the current name of the corporation on the cover letter C & D Enterprise of Boca, Inc.

If the corporation is a PROFIT corporation it must be signed by a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

If the corporation is a NOT FOR PROFIT corporation it must be signed by the chairman or vice chairman of the board, president or other officer - if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Document Specialist

FAX Aud. #: H05000239429  
Letter Number: 305A00061937



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

October 10, 2005

C & D ENTERPRISE OF BOCA INC.  
301 N. FEDERAL HWY.  
BOCA RATON, FL 33432

SUBJECT: C & D ENTERPRISE OF BOCA INC.  
REF: P04000139537

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 electronic filing cover sheet submitted with your document reflects the incorrect corporate name. The cover sheet must reflect the current name. Please generate a cover sheet under the appropriate corporate name. When resubmitting your document for filing, please also send a copy of the incorrect cover sheet marked "ABANDONED".

The current name of the entity is as referenced above. Please correct your document accordingly.

Please put the "old" name of the corporation on the cover letter. Please delete the comma after Boca in the name. (C & D Enterprise of Boca, Inc.)

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved corporation. The name of a voluntarily dissolved corporation is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved corporation provides the Department of State with an affidavit or letter, stating that they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

If the corporation is a PROFIT corporation it must be signed by a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

If the corporation is a NOT FOR PROFIT corporation it must be signed by the chairman or vice chairman of the board, president or other officer - if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

OCT.11.2005 12:50  
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#0595 P.003 /005  
Florida Dept of State



**FLORIDA DEPARTMENT OF STATE**

**Glenda E. Hood**  
Secretary of State

**fiduciary.**

**The capacity of the person signing the document must be typed or printed beneath or opposite the signature.**

**If you have any questions concerning the filing of your document, please call (850) 245-6907.**

**Annette Ramsey**  
**Document Specialist**

**FAX Aud. #: H05000239429**  
**Letter Number: 305A00061557**

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#0604 P.004 /006

#0585 P.002 /002

*Jason Bibi*  
*5659 Via De Le Plata Circle*  
*Delray Beach, Florida 33484*  
*(561) 901-2323*

October 11, 2005

*Via Facsimile (850) 205-0380*

Department of State  
Amendment Department

Re: Dissolution of Cellular Phone USA, Inc. ("Cellular Phone USA")

To Whom It May Concern:

This letter is to confirm that I will not revoke the dissolution of Cellular Phone USA nor will I reinstate same. I hereby release the name of Cellular Phone USA, Inc. to C & D Enterprise of Boca Inc.

If you have any questions, please feel free to call me.

Very truly yours,



Jason Bibi  
President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
C & D ENTERPRISE OF BOCA INC.**


C & D Enterprise of Boca Inc., a Florida corporation (the "Corporation") is filing these Articles of Amendment to its Articles of Incorporation pursuant to Section 607.1006, Florida Statutes.

1. The name of the Corporation is C & D Enterprise of Boca Inc.
2. Article I of the Corporation's Articles of Incorporation is hereby replaced in its entirety with the following new Article I:

"The name of this Corporation is Cellular Phone USA, Inc."

3. The foregoing amendment to the Corporation's Articles of Incorporation was unanimously approved by all the Corporation's Shareholders on August 15, 2005, which approval is sufficient to change the name of the Corporation.

IN WITNESS WHEREOF, undersigned has executed these Articles of Amendment on behalf of the Corporation as of August 16, 2005.

By:   
Dennis R. Pearl  
President

By:   
Charles Kazakov  
Vice President

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