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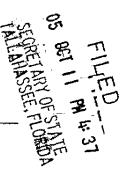
Division of Corporations

Fax Number : (850)205-0380

From:

Account Name : TOBIN & REYES, P.A.

Account Number : I2000000155 Phone : (561)620-0656 Fax Number : (561)620-0657



BASIC AMENDMENT

C & D ENTERPRISE OF BOCA INC.

Certificate of Status	1
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Electronic Eiling Menu.

Corporate Filing



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 Σ 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

OCT.11,2005 12:49

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.

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

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

'lease put the "old" name of the corporation on the cover letter. Please telete 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 is, or it is not distinguishable from the name of a voluntarily dissolved corporation. The name of a voluntarily dissolved corporation is not wailable for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved corporation rovides 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.

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

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

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



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

October 11, 2005

Via Facsimile (850) 205-0380

Department of State
Amendment Department

Ro: 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;

last in Bib.

OCT.11.2005 16:06

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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 <u>15</u>, 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.

Dennis R. Pearl

Charles Kazakos

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