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05 AUG 25 AM 9:03

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION

W/05-36998

CELLULAR CITIES USA, CORP.
580 Bernasek Dr.
DeBary, Florida 32713

July 29, 2005

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

RE: CELLULAR CITIES USA, CORP.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$78.75.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee For Registered Agent Designation for the above named corporation.

Very truly yours,

CELLULAR CITIES USA, CORP.

Samuel Cortes
President



Received Time Aug 11:16AM

FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 5, 2005

SAMUEL CORTES
580 BERNASEK DR.
DEBARY, FL 32713

SUBJECT: CELLULAR CITY, INC.
Ref. Number: W05000036998

We have received your document for CELLULAR CITY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 005A00050449

RECEIVED
05 AUG 25 AM 10:00
CLERK OF THE SUPREME COURT
TALLAHASSEE, FLORIDA



FILED
SECRETARY OF STATE
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

05 AUG 25 AM 9: 03

OF

CELLULAR CITIES USA, CORP.

The undersigned subscriber(s) to these Articles of Incorporation natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation shall be:

CELLULAR CITIES USA, CORP.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in the activities or business permitted under the laws of the United States and the State of Florida

ARTICLE IV - CAPITAL STOCK

The corporate is authorized to issue, 1,000 shares (common) of ONE Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares".

1. The sum of the value of all the Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.
2. The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends, payable either in cash, in property, or in shares of the Capital Stock of the corporation.
3. If any of the Shareholders decides to sell it's own share; the corporation shall have the first right to buy back the shares and hold as Treasury Stock; the Second right will be to the holders of the outstanding Capital Stock in proportion to their existing holding of share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME: CELLULAR CITIES USA, CORP.

ADDRESS: 580 Bernaseck Drive

CITY: Debary, FL 32713

The name and street address of the Initial Registered Agent of this Corporation.

NAME: Samuel Cortes

ADDRESS: 580 Bernaseck Drive

CITY: Debary, FL 32713

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and address of the initial director(s) of the corporation are as follows:

NAME: Joseph Saraco - President

ADDRESS: 580 Bernaseck Drive

CITY: Debary, FL 32713

NAME: Samuel Cortes - Secretary/Treasurer

ADDRESS: 580 Bernaseck Drive

CITY: Debary, FL 32713

NAME:

ADDRESS:

CITY:

NAME:

ADDRESS:

CITY:

ARTICLE VII - INCORPORATORS

The name and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME: Samuel Cortes
ADDRESS: 580 Bernaseck Drive
CITY: Debary, FL 32713

NAME:
ADDRESS:
CITY:

NAME:
ADDRESS:
CITY:

NAME:
ADDRESS:
CITY:

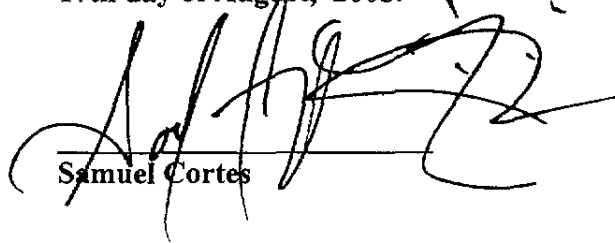
ARTICLE VIII - SHAREHOLDER POWER

- 1. A affirmative vote of three-fourths of the shares of the corporation shall be required for any shareholder action.**
- 2. The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholder meeting, with not less than a three-fourths vote of the common stock.**
- 3. The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or service, from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.**

ARTICLE IX - CUMULATIVE VOTING RIGHTS

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given in writing by any shareholder to the President or any Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholder's meeting for the election of directors that said shareholder intends to cumulatively his or her shares at said election.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 17th day of August, 2005.

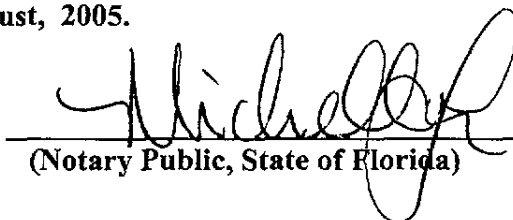


Samuel Cortes

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Samuel Cortes, who acknowledged, and executed before me these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 17th day of August, 2005.



(Notary Public, State of Florida)

My Commission expires

 Michelle Capman
Commission # DD091982
Expires Feb. 13, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

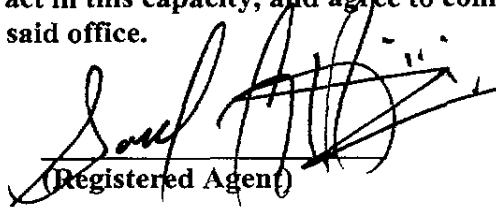
CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT
OF
CELLULAR CITIES USA, CORP.

Pursuant to the provisions of sections 48.091 or 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its
stered office as indicated in the Articles of Incorporation at 580 Bernasek Dr., Debary FL
32713 has named SAMUEL CORTES located at the aforesaid address, as its
Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated
corporation at the place designated in this certificate, and being familiar with the
obligations of that position, I hereby accept to act in this capacity, and agree to comply with
the provisions of Florida Law in keeping open said office.


(Registered Agent)

FILED
STATE
SECRETARY OF
DIVISION OF
05 AUG 25 AM 9:03