

P05000135820

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

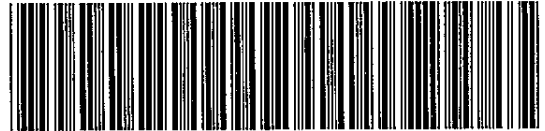
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



800059993568

10/04/05--01054--014    \*\*:78.75

FILED  
05 OCT -4 PM 2: 14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
05 OCT -4 AM 11: 59  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

T. Burch OCT 05 2005

**LAZARUS  
CORPORATE FILING SERVICE**

**3320 SW 87<sup>TH</sup> AVENUE**

**MIAMI, FL 33165 (305) 552-5973**

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. DENNIS CELLULAR CORP.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time 2 - 00     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

**NEW FILINGS**

- Profit  
 Not for Profit  
 Limited Liability  
 Domestication  
 Other

**AMENDMENTS**

- Amendment  
 Resignation of R.A., Officer/Director  
 Change of Registered Agent  
 Dissolution/Withdrawal  
 Merger

**OTHER FILINGS**

- Annual Report  
 Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign  
 Limited Partnership  
 Reinstatement  
 Trademark  
 Other

Examiner's Initials

**ARTICLES OF INCORPORATION**

**OF**

**DENNIS CELLULAR CORP.**

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE ONE**

The name of the corporation is:

DENNIS CELLULAR CORP.

**ARTICLE TWO**

The principal place of business and mailing address of this corporation shall be:

1083 West 29 Street  
Hialeah, Florida 33012

Other offices for the transaction of business may be located wherever the directors may deem necessary of expedient.

**ARTICLE THREE**

This corporation shall have perpetual existence and may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

**ARTICLE FOUR**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of

FILED  
05 OCT -4 PM 2: 14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

shares he holds at the time of issue bears to the total number of shares by any stockholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### **ARTICLE FIVE**

The corporation shall have one director initially. However, the number of directors may be increased or decreased from time to time in such a manner as may be prescribed by the By-Laws.

Name: Denis Fernandez

Address: 3531 SW 136 Court  
Miami, Florida 33175

#### **ARTICLE SIX**

The name and address of the registered agent to these Articles of Incorporation is:

Name: Denis Fernandez

Address: 3531 SW 136 Court  
Miami, Florida 33175

#### **ARTICLE SEVEN**

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of the corporation without the necessity of further authority from the stockholders, except as by law or in these Articles otherwise provided; any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued, unless otherwise provided by the By-Laws of the corporation. All holders of common stock of this corporation shall be entitled to vote in the manner provided by the law.

## ARTICLE EIGHT

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of one dollar (\$ 1.00) par value common stock, which shall be designated as COMMON SHARES.

## ARTICLE NINE

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders and approved at the stockholder's meeting by a majority of the stock entitled to vote thereon.

## ARTICLE TEN

The shareholders may at their sole discretion, repeal, alter or amend the By-Laws of this corporation, restricting the power vested in the Board of Directors to adopt, amend, or repeal the By-Laws within its regular course of business.

IN WITNESS WHEREOF, the undersigned incorporator set my hand and affixed my seal on this 30th day of September, 2005.

Denis Fernandez  
Denis Fernandez

Having been named as resident agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505 Florida Statutes.

Denis Fernandez  
Denis Fernandez