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T. Hampton NOV 21 2006

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Old Cell Phone Store, Inc.*

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

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☒ Art of Inc. File \_\_\_\_\_

\_\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

☒ Cert. Copy \_\_\_\_\_

\_\_\_\_\_ Photo Copy \_\_\_\_\_

\_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

Courier \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**FOR**  
**OLD CELL PHONE STORE, INC.**

The undersigned hereby forms a corporation pursuant to Chapter 607 of the Florida Statutes.

**ARTICLE ONE**  
**NAME**

The name of this corporation shall be OLD CELL PHONE STORE, INC.

**ARTICLE TWO**  
**DURATION**

This corporation shall have perpetual existence.

**ARTICLE THREE**  
**PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE FOUR**  
**CAPITAL STOCK**

This corporation is authorized to offer and issue 1000 shares of \$1.00 par value common stock.

**ARTICLE FIVE**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office is 16112 East Preakness Drive, Loxahatchee, FL 33470. The name of the initial registered agent of this corporation at that address is Amy Wooten.

**ARTICLE SIX**  
**DIRECTOR**

This corporation shall have three (3) directors constituting its initial board of directors. The number of directors may be either increased or diminished from time to time by the by-laws of the corporation, but

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shall never be less than one (1). The names and addresses of the initial members of the board of directors are:

ROBERT NEWTON  
2614 S.W. Cactus Circle  
Port St. Lucie, FL 34953

NICOLE NEWTON  
2614 S.W. Cactus Circle  
Port St. Lucie, FL 34953

AMY WOOTEN  
16112 East Preakness Drive  
Loxahatchee, FL 33470

**ARTICLE SEVEN  
INCORPORATOR**

The name and address of the individual signing these Articles of Incorporation as incorporator is:

AMY WOOTEN  
16112 East Preakness Drive  
Loxahatchee, FL 33470

**ARTICLE EIGHT  
PRINCIPAL OFFICE**

The principal office and mailing address of the corporation is 1984 SW Biltmore Street, 116, Port St. Lucie, FL 34984.

**ARTICLE NINE  
INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

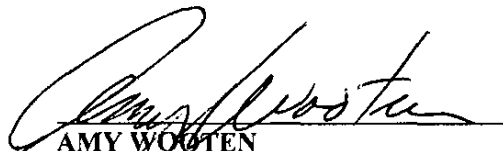
**ARTICLE TEN**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that to which she already holds, shall have the right to purchase her pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE ELEVEN**  
**AMENDMENTS TO ARTICLES AND BY-LAWS**

The power to adopt, amend, alter or repeal these Articles of Incorporation as well as the by-laws of this corporation shall be reserved to the shareholders.

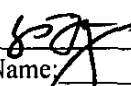
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17 day of November, 2006.

  
AMY WOOTEN

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing Articles of Incorporation were acknowledged before me this 17 day of November, 2006, by AMY WOOTEN, who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.

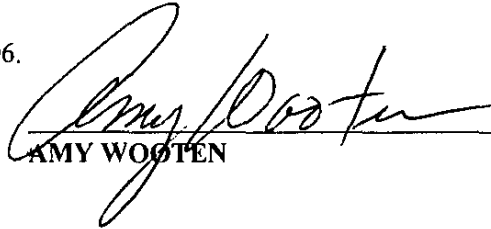
(NOTARY SEAL)

  
Printed Name: Sam T Steger  
NOTARY PUBLIC  
State of Florida  
My Commission Expires:

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above corporation, OLD CELL PHONE STORE, INC., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 17 day of November, 2006.

  
\_\_\_\_\_  
AMY WOOTEN