

**P07000096571**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax and phone number (shown below) on the top and bottom of all pages of the document.

(((H07000216237 3)))



H070002162373ABC

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2001 AUG 28 A 11: 13

**FILED**

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To: Division of Corporations  
Fax Number : (850) 205-0381

From: Account Name : FASTKIT CORPORATE OUTFITS  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**NEXCELL WIRELESS CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

D. WHITE AUG 29 2001

Electronic Filing Menu

Corporate Filing Menu

Help

FILED

2007 AUG 28 A 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
FOR  
Nexcell Wireless Corp.

ARTICLE I

The name of the corporation is: Nexcell Wireless Corp. The principal place of business for this corporation is: 5085 Northwest 7th Street Suite 702, Miami, FL 33126

ARTICLE II

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be upon filing these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE III

The nature of the business and the objects and purposes to be transacted, promoted or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the United States of America and of the State of Florida. Additionally, this corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue and have outstanding at any time is 100,000 common shares. Such 100,000 common shares shall consist of one class only having a par value of \$.01 per share.

ARTICLE V

The street address of the initial registered office of the corporation 2828 Coral Way, Suit 304, Miami, Florida 33145. The name of the corporation's initial registered agent at said address is Law Offices of Richard S. Gendler & Assoc., P.A.

ARTICLE VI

The number of directors constituting the initial Board of Directors shall be four (4). The name and street address of the initial member of the Board of Directors is:

Mr. Alex Fara, President & Director

5085 Northwest 7<sup>th</sup> Street, Suite 702, Miami, Florida 33126

Mr. Alvaro Perez, Executive Vice President, Treasurer, and Director

5085 Northwest 7<sup>th</sup> Street, Suite 702, Miami, Florida 33126

Mr. Jose Rafael Galindo, Vice President and Director

5085 Northwest 7<sup>th</sup> Street, Suite 702, Miami, Florida 33126

Mr. Jorge Eduardo Rocha, Secretary and Director

5085 Northwest 7<sup>th</sup> Street, Suite 702, Miami, Florida 33126

The number of Directors may be increased or diminished from time to time by Bylaws adopted by either the Shareholders or the Directors, but shall never be less than such number as required by the laws of the State of Florida.

#### ARTICLE VII

The name and street address of the incorporator is:

Jorge E. Rocha  
5085 Northwest 7<sup>th</sup> Street, Suite 702  
Miami, Florida 33126

#### ARTICLE VIII

No contract or other transaction between this corporation and one or more of its directors, officers and/or shareholders or any other corporation, firm, association or entity in which one or more of its directors, officers and/or shareholders are directors, officers, shareholders or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if

- a. The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

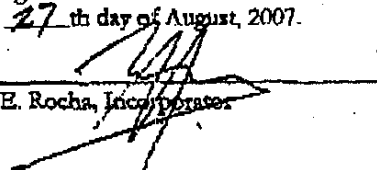
b. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

c. The contract or transaction is fair and reasonable as the corporation at the time it is authorized by the board, a committee thereof or the shareholders.

**ARTICLE IX**

These Articles of Incorporation may be amended in the manner provided by Florida law.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Incorporation to be executed at Miami-Dade County, Florida this 27 th day of August, 2007.

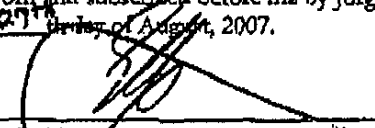
  
\_\_\_\_\_  
Jorge E. Rocha, Incorporator

STATE OF FLORIDA )

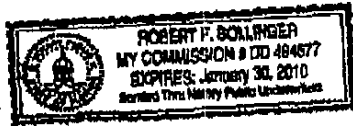
) SS:

COUNTY OF MIAMI-DADE )

The foregoing Articles of Incorporation were sworn and subscribed before me by Jorge R. Rocha who provided a Florida Drivers License on this 27 th day of August, 2007.

  
\_\_\_\_\_  
Notary Public  
Printed name

My Commission Expires:

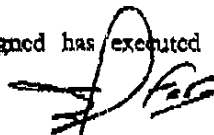


H07000216237 3

**ACCEPTANCE OF REGISTERED AGENT**

Having been designated registered agent for **Nexcell Wireless Corp.**, a corporation to be organized under the laws of the State of Florida, the undersigned hereby accepts such appointment and the obligations of that position and represents that the undersigned is familiar with the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 27th day of August, 2007.



---

Richard S. Gendler, Esq.

**FILED**  
2007 AUG 28 A 11: 14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H07000216237 3