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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

CELULARAZO USA, CORP.

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
CELULARAZO USA, CORP.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the Laws of the State of Florida.

**ARTICLE I**

**Name**

The name of the corporation is: CELULARAZO USA, CORP.

**ARTICLE II**

**Principal Office and Mailing Address**

The street address of the initial principal office and mailing address of this corporation shall be: 2802 NW 72 Avenue, Miami, Florida 33178.

**ARTICLE III**

**Nature of Business**

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

**ARTICLE IV**

**Duration and Beginning of Corporate Existence**

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin upon the filing of the Articles of Incorporation by the Florida Department of State.

## **ARTICLE V**

### **Capital Stock**

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is:

1,000 shares of common stock having a par value of \$1.00 per share.

Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

## **ARTICLE VI**

### **Initial Registered Agent and Registered Office**

The initial registered agent of this corporation is: Luis A. Pareja. The street address of the initial registered office of this corporation is: 2802 NW 72 Avenue, Miami, Florida 33178.

## **ARTICLE VII**

### **Initial Board of Directors**

The corporation shall have not less one (1) Director. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the By-laws of the corporation.

The names of the initial directors are:

NAME: Fabrizio P. Pareja  
TITLE: President

2802 NW 72 Avenue  
Miami, Florida 33178

NAME: Luis A. Pareja  
TITLE: General Manager

2802 NW 72 Avenue  
Miami, Florida 33178

**ARTICLE VIII**

**Incorporator**

The name and address of the incorporator of this corporation is: Luis A. Pareja. 2802 NW 72 Avenue, Miami, Florida 33178.

**ARTICLE IX**

**By-laws**

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors.

**ARTICLE X**

**Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this October 17, 2007.

By: 

Luis A. Pareja  
Incorporator

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**CERTIFICATE OF REGISTERED AGENT OF**

**CELULARAZO USA, CORP.**

Pursuant to Sections 48.091, 607.0501, and 607.0505 of the Statutes of the State of Florida, the following is submitted, in compliance therewith:

CELULARAZO USA, CORP. with its principal address: 2802 NW 72 Avenue, Miami, Florida 33178 desiring to organize under the Laws of the State of Florida hereby designates: Luis A. Pareja as its Registered Agent to accept service of process within the State of Florida. The address of the Registered agent shall be: 2802 NW 72 Avenue, Miami, Florida 33178.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar and accept the obligations of my position as registered agent.

Dated this October 17, 2007

By: \_\_\_\_\_

  
Luis A. Pareja  
Registered Agent