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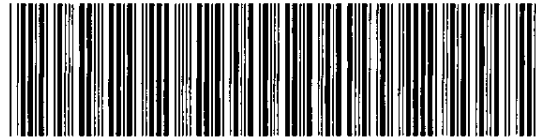
(Business Entity Name)

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CORPORATION DIVISION
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J. Shivers JUN 06 2008

LAZARUS CORPORATE FILING SERVICE

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MIAMI, FL 33165 (305) 552-5973

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

1. CLASS WIRELESS II INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- Profit
 Not for Profit
 Limited Liability
 Domestication
 Other

OTHER FILINGS

- Annual Report
 Fictitious Name

AMENDMENTS

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

REGISTRATION/QUALIFICATION

- Foreign
 Limited Partnership
 Reinstatement
 Trademark
 Other

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Examiner's Initials

ARTICLES OF INCORPORATION

CLASS WIRELESS II INC

This is to certify that we, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida, by and under the provisions of the statutes of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

CORPORATE NAME

The name of this corporation is:

CLASS WIRELESS II INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be translated and carried on, are to do any and all of the things herein mentioned, fully and to the same extend as a natural person might or could do, viz:

a) To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire, construct, equip, operate, manage, and in any other manner deal in real and /or personal property of every name money and to take securities for the payment of all sums due the corporation, and to sell, assign, and release such securities, and to carry on any useful business in connection there with.

b) To engage in and carry on any business or businesses every act or deed pertaining there to, either directly or indirectly, which is not prohibited by the laws of the State of Florida, and to so engage in and carry on said business in Florida or any other State in the United States or in any foreign country.

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c) To do any and all things necessary, suitable, useful, proper or admissible for the admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the power herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, of corporations, either in the State or throughout the United States, and elsewhere, and to do any other acts or things incidental or pertinent to or connected with the business herein before described or any part or parts thereof, if not inconsistent with the laws under which this corporation is organized.

d) That the main business of the corporation is as follows:

INCLUDING BUT NOT LIMITING TO THE RETAIL OF WIRELESS PHONES AND DEVICES.

ARTICLE III

CAPITAL STOCK

The total amount of the authorized capital stock of the corporation shall be 100 shares of common stock, at \$ 1.00 Per Value

The whole or any part of the capital stock of said Corporation shall be payable in lawful money of the United States of America, or property, labor or services, at a just valuation to be fixed by the Board of Directors, property or labor may also be purchases with the capital stock at such valuation as shall be fixed by the Board of Directors.

ARTICLE IV

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which the corporation shall begin business shall be no less than ONE HUNDRED DOLLARS (\$100.00 US)

ARTICLE V

CORPORATION EXISTENCE

The corporation shall have perpetual existence unless sooner dissolve, according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be:

6991 COLLINS AVE MIAMI BEACH, FL. 33141

With the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida, or in foreign countries.

ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS

The Corporation shall have 1 directors initially, whose number may be increased or diminished by the by-laws from time to time but shall never be less than one (1). The names and post office addresses of the members of the first Board of Directors of this corporation, the PRESIDENT & SECRETARY who subject to the provisions of the Articles of Incorporation and the by-laws and General Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>OFFICER</u>	<u>ADDRESS</u>
LIUSIS CABALLERO	PRESIDENT, SECRETARY	6991 COLLINS AVE MIAMI BEACH, FL 33141

ARTICLE VIII

INCORPORATIONS

The names and addresses of the persons signing these articles are:

<u>NAME</u>	<u>ADDRESS</u>
LIUSIS CABALLERO	6991 COLLINS AVE MIAMI BEACH, FL. 33141

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders

ARTICLE X

**NAME AND ADDRESS OF SUBSCRIBERS
AND NUMBER OF SHARES**

Shares of the capital stock of this corporation shall be issued initially to the following persons and in the amounts opposite to their names:

LIUSIS CABALLERO	6991 COLLINS AVE MIAMI BEACH, FL. 33141	100 SHARES
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ARTICLE XI

AMENDMENT

This corporation reserves the right to amend, alter, change, or repeal any provision contained in the articles of incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XII

REGISTERED OFFICE AND REGISTERED AGENT

This corporation designates as registered offices:

6991 COLLINS AVE MIAMI BEACH, FL. 33141

This corporation designates as Registered Agent:

LIUSIS CABALLERO

IN WITNESS WHEREOF, we, the undersigned, being all the original subscribers to the capital stock here in before named, for the purpose of forming a corporation to do business both within and without the State of Florida, and the United States, to make, subscribe, acknowledge, and file their Articles, hereby declaring and certifying that the facts herein stated are true, and to respectively agree to take the number of shares of stock here in before set forth, and accordingly, have hereunto set our hands and seals this **30TH** day, of **MAY, 2008.**


_____ (SEAL)
LIUSIS CABALLERO

STATE OF FLORIDA)

: SS

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, qualified to take acknowledgments and administer oaths, personally appeared:

LIUSIS CABALLERO to me well known, and know to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and each of them acknowledged before me, according to laws, they made and subscribed the same for the used and purposes therein expressed and set forth.

WITNESS my hand and official seal a Miami, Miami-Dade County, Florida,
this 30TH day of MAY, 2008.

NOTARY PUBLIC, STATE OF FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST That CLASS WIRELESS II INC.
desiring to organize under the laws of the State of FLORIDA with its principal office, as indicated in the articles of incorporation at City of MIAMI BEACH

County of MIAMI-DADE State of FLORIDA has named

LIUSIS CABALLERO

Located at: 6991 COLLINS AVE

(Street address and number of building, Post office not accepted)

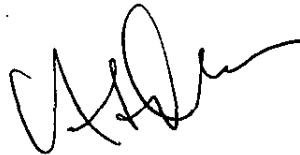
City of MIAMI BEACH County of MIAMI-DADE

State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNED AGENT)

Having been named accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

BY X



LIUSIS CABALLERO

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TALLAHASSEE, FLORIDA
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