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RECEIVED

ADORNO & LEONARDO
A PROFESSIONAL ASSOCIATION

95 JAN -6 AM 11:15

2001 SOUTH BAYSHORE DRIVE
SUITE 1000
MIAMI, FLORIDA 33133
TELEPHONE (305) 858-5555

DIVISION OF CORPORATIONS

FACSIMILE
(305) 858-4777

January 5, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314

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***122.50 ***122.50

Re: EZCONY CELLULAR COMMUNICATIONS, INC.

Dear Sir/Madam:

Enclosed please find original and one copy of the Articles of Incorporation of Ezcony Cellular Communications, Inc., together with our check in the amount of \$122.50 to cover the filing fees. Please return a certified copy of the filed Articles of Incorporation to the undersigned in the enclosed self-addressed stamped envelope.

If you have any questions concerning the enclosures, please do not hesitate to call.

Sincerely,

Virginia Santiago
Virginia Santiago
Secretary
Corporations Department

95 JAN -6 PM 1:16
DIVISION OF CORPORATIONS

Encls.

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2:00*

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ARTICLES OF INCORPORATION
of
EZCONY CELLULAR COMMUNICATIONS, INC.

STATE OF FLORIDA
ARTICLES OF INCORPORATION

95 JAN -6 PM 1:16

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607 Florida Statutes:

ARTICLE I. NAME

The name of this corporation is EZCONY CELLULAR COMMUNICATIONS, INC. (the "Corporation").

ARTICLE II. - MAILING ADDRESS

The mailing address of the Corporation is:

2335 N.W. 107th Avenue
Box 111 - Suite 2M-47
Miami, Florida 33172

ARTICLE III. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV. - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be at 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial registered agent of this Corporation at such office shall be Brian K. Goodkind.

ARTICLE V. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Brian K. Goodkind, 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on January 3, 1995.



Brian K. Goodkind, Incorporator

This instrument prepared by:
Richard M. Spector
2601 S. Bayshore Drive - #1600
Miami, Florida 33133
(305) 858-5555
Florida Bar No. 394815
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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

1. The name of the Corporation is:

EZCONY CELLULAR COMMUNICATIONS, INC.

2. The name and address of the registered agent and the registered office is: Brian K. Goodkind, 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the registered agent of Ezcony Cellular Communications, Inc., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: January 3, 1995



Brian K. Goodkind
Registered Agent