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TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33135-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: AMERICAN COMMUNICATIONS WHOLESALERS, INC.

FAX AUDIT NUMBER: H95000000356

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/10/1995

TIME REQUESTED: 12:30:14

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CERTIFICATE OF STATUS: 0

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JAN-10-1995 13106 FROM EMPIRE

TO

DIO CORP ELT FI P.00

PREPARED BY:
TURDAY & ASSOCIATES
11301 S.W. 70TH AVENUE
MIAMI, FLORIDA 33144
(305) 262-4053
MIGUEL E. TURDAY

ARTICLE OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is American Communications Wholesalers, Inc

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purpose for which the corporation is organized are:

- 1.- To engage in the business of Wholesalers - Communications - Dealers.
Telephones & Accessories
- 2.- To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- 3.- To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

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ARTICLE EIGHT

The number of directors constituting the initial board of directors of the corporation is one. The name and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
RAMON ACOSTA	2285 SW 17 AVENUE MIAMI, FL 33145
PEDRO J. ACOSTA	2285 SW 17 AVENUE MIAMI, FL 33145

ARTICLE NINE

A unanimous vote of directors for effective directors action is required at all directors meetings.

ARTICLE TEN

The name and address of each incorporator is:

NAME	ADDRESS
RAMON ACOSTA	2285 SW 17 AVENUE MIAMI, FL 33145
PEDRO J. ACOSTA	2285 SW 17 AVENUE MIAMI, FL 33145

Executed by the undersigned at MIAMI, FLORIDA
on 9th January, 19 95.

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ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall be \$5.00 par value.

ARTICLE FIVE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferable only to natural persons.

ARTICLE SIX

No stockholder shall have the right to sell, assign, pledge, transfer, devise, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof.

ARTICLE SEVEN

The street address of the initial business office of the corporation is 2285 SW 17 AVENUE
Miami, Fl 33145 and the name of its initial registered agent is
Ramon Acosta

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

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That AMERICAN COMMUNICATIONS WHOLESALERS, INC
(NAME OF CORPORATION)

desiring to organize under the laws of the State of FLORIDA
(FLORIDA)

with its principal office, as indicated in the articles of incorporation at City of MIAMI county
(CITY)

of DADE, State of FLORIDA
(COUNTRY) (STATE)

has named RAMON ACOSTA
(NAME OF RESIDENT AGENT)

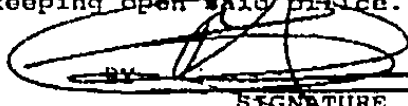
located at 2285 SW 17 AVENUE, MIAMI FL 33145
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESS NOT ACCEPTABLE)

city of FLORIDA, County of DADE
(CITY) (COUNTRY)

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

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to 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 provision of said Act relative to keeping open said office.

BY 
SIGNATURE
REGISTERED AGENT
AND
INCORPORATOR