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MIAMI FL 33135-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ALL - IN ONE CELLULAR, INC.

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**ARTICLES OF INCORPORATION****OF****ALL-IN-ONE CELLULAR, INC.**

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

**ARTICLE I - NAME AND ADDRESS**

The name of this Corporation shall be **ALL-IN-ONE CELLULAR, INC.**, and its initial principal place of business will be at 4885 N.W. 38th Street, Miami Springs, Florida 33166.

**ARTICLE II - NATURE OF BUSINESS**

The Corporation may engage in any activity or business permitted under the Laws of the State of Florida and of the United States of America; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, mutual life insurance association, cooperative association, fraternal benefits society, state fair or exposition.

**ARTICLE III - SHARES OF STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares at \$1.00 per value.

**ARTICLE IV - DURATION**

The Corporation is to have perpetual existence, commencing upon the filing of these Articles with the Department of State.

OSCAR RODRIGUEZ, ESQ.  
2900 MIDDLE ST. # 200 1  
MIAMI, FL 33133  
(305) 445.2000  
FBN. 194 325

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**ARTICLE V - REGISTERED OFFICE AND AGENT**

The address of the Corporation's initial registered office and the name of its initial registered agent at such address are as follows:

Roxana Collante  
4865 N.W. 36th Street  
Miami Springs, FL 33136

**ARTICLE VI - RESIDENT AGENT**

Pursuant to the provisions of Section 48.091, of the Florida Statutes, the following is the designation of the Resident Agent on whom service of process is made:

Roxana Collante  
4865 N.W. 36th Street  
Miami Springs, FL 33136

**ARTICLE VII - DIRECTORS**

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders.

**ARTICLE VIII - INITIAL OFFICER AND DIRECTOR**

The name and street address of the members of the first Board of Director and Office of the Corporation who shall hold office until his successor is elected and qualified is as follows:

President/Director: Giovana Jimenez, 4865 N.W. 36th St., Miami Springs, FL 33136

Vice-President: Roxana Collante, 4865 N.W. 36th St., Miami Springs, FL 33136

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#### **ARTICLE IX - INCORPORATORS**

The names and addresses of the persons signing these Articles of Incorporation as incorporators are:

Giovana Jimenez, 4865 N.W. 36th St., Miami Springs, FL 33136  
Roxana Collante, 4865 N.W. 36th St., Miami Springs, FL 33136

#### **ARTICLE X - AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at the stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

#### **ARTICLE XI - REGULATION OF BUSINESS**

The following additional provisions are inserted for the management of the business and for the conduct of affairs of the Corporation, and to create, define, limit, and regulate the powers of the Corporation, and the shareholders:

A. If the By-Laws of the Corporation so provide, any meeting of the shareholders may be held within or without the State of Florida and the books and records of the Corporation may be kept at such place or places outside the State of Florida as may be designated, at any time, or from time to time, by the shareholders, unless otherwise provided by the laws of the State of Florida.

B. No contract or other transaction between the Corporation and one or more of its shareholders, or any other corporation, firm, association, or entity in which

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one or more of its share-holders are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because of such shareholder or shareholders are present at the meeting which authorizes, approves, or ratifies such contract or transaction or because his or their wishes are counted for such purpose if:

The fact of such relationship or interest is disclosed or known to the shareholders who authorize, approve, and ratify the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested shareholder or shareholders; or

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

The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the shareholders.

Such common or interested shareholders may be counted in determining the presence of a quorum at a meeting of the share-holders which authorizes, approves, and ratifies such contract or transaction.

C. The stock of the Corporation is issued pursuant to the provisions of section 1244 of the Internal Revenue Code.

D. In the event a certificate of stock is lost, stolen, or destroyed, the Corporation may issue a replacement certificate without requiring the surrender of the certificate or cancellation, provided that the shareholder in whose name the certificate was registered shall provide an affidavit setting forth the circumstances under which such certificate was lost, stolen, or destroyed and provided said shareholder agrees in writing to indemnify and hold the Corporation harmless from and against any and

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all claims, actions, and suits whether groundless or otherwise and from and against any and all liabilities, losses, damages, costs, charges, counsel fees, and other expenses, of every nature and character, which the Corporation at any time shall or may sustain or incur by reason of any claim or demand which may be made as a result of the issuance of such new certificate.

E. The Corporation and the holders of a majority or more of the shares of the Corporation shall have the power to enter into an agreement restricting or limiting the sale, transfer, assignment, pledge, or hypothecation of the shares of the Corporation or any part thereof. If at any time the holder of a majority or more of the shares of the Corporation shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge, or hypothecation of the shares of the Corporation or any part thereof to which agreement the Corporation shall become a party, the Corporation shall thereupon observe and carry out on its part the terms of any such agreement and shall refuse to recognize any sale, transfer, assignment, pledge or hypothecation of any of the shares covered by such agreement, unless the same be in conformity with the terms and conditions of such agreement provided that a copy of such agreement be filed in the principal office of the Corporation, and provided further that notice of the existence of such provision be note conspicuously on the face and back of each and every certificate of shares subject to the terms and conditions of any such agreement.

F. The Corporation reserves the right to amend, alter, change, or repeal any or all of the provisions contained in this Articles of Incorporation, in the manner now

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or thereafter prescribed by statute, and all right conferred upon shareholders herein are granted subject to this reservation.

### **ARTICLE XII - PREEMPTIVE RIGHT**

Every stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, have the right to purchase his prorata share thereof (as nearly as may be done without issuances of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 19 day of January, 1995.

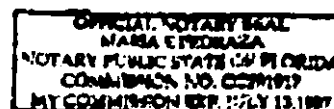
Giovana Jimenez  
Giovana Jimenez, President  
Roxana Collante  
Roxana Collante, Vice-President

STATE OF FLORIDA)  
SS:  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared Giovana Jimenez and Roxana Collante, who are personally known to me, and who subscribed to these Articles of Incorporation, and who after first being duly sworn, acknowledged before me, that they executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

SWORN AND SUBSCRIBED before me on this 19 day of January, 1995.

Maria E. Pedraza  
Notary Public, State of Florida



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THE STATE AND  
NAMING PERSON UPON WHOM PROCESS MAY BE SERVED**

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Pursuant to Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

That **ALL-IN-ONE CELLULAR, INC.**, desiring to organized under the laws of the State of Florida has named Roxana Collante, whose office is located at 4865 N.W. 36th Street, Miami Springs, Florida 33166 as its agent to accept service of process within the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated Corporation, at the 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.

IN WITNESS WHEREOF, I have set my hand and seal at Miami, Dade County, Florida on this 18 day of January, 1995.

  
**ROXANA COLLANTE**  
Registered Agent  
4865 N.W. 36th Street  
Miami Springs, Florida 33166

JAN 20 1995, FLORIDA

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