

P9500026626

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

800001446858
04/04/95--01027--020
700.00 **70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):
CELL-WAY U.S.A., INC.

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in ☒ Pick up time 2 PM

☐ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

715A 0001523

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
95 APR -4, AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION

OF

CELL-WAY U.S.A., INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **CELL-WAY U.S.A., INC.**

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this corporation is 3520 Southwest 1 Avenue, Miami, Florida 33145 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - PRESIDENT

The initial President of the corporation shall be Marcelo Moreno whose address shall be the same as the principal office of the corporation.

FILED
95 APR -4 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



AMERILAWYER®

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 8 - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE 9 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 11 - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 12 - EFFECTIVE DATE

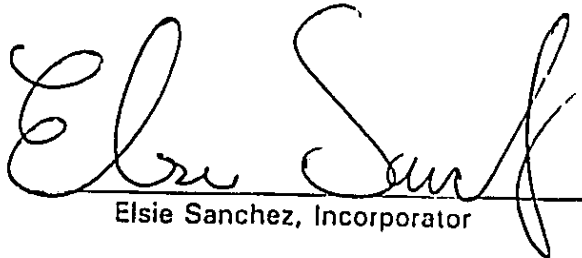
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 13 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



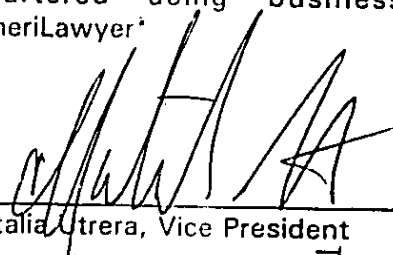
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 3rd day of April, 1995.


Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,
Chartered doing business as
AmeriLawyer®

By: 
Natalia Utrera, Vice President

ARTESINC

FILED
95 APR -4 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



343 ALMERIA AVENUE • CORAL GABLES, FL 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900
MAILING ADDRESS • POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479

P95000026626

CELL-WAY U.S.A., INC.

CELLULARS AND BEEPERS
3520 S.W. 1ST. AVENUE, MIAMI, FL. 33145
TEL./FAX NO. (305) 860-0798

MAY 17, 1995

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL. 32314

900001499549
-05/26/95--01006--005
*****43.75 *****43.75

DEAR SIR OR MADAM,

ENCLOSED YOU WILL FIND A CHECK FOR THE AMOUNT OF \$43.75 TO COVER THE EXPENSES FOR FILLING THE ARTICLES OF AMENDMENT (\$35.00) AND CERTIFICATE OF STATUS (\$8.75). PLEASE, I WOULD LIKE TO REQUEST THE NAMES OF THE OFFICERS OF THE CORPORATION TO BE INCLUDED IN THE CERTIFICATE OF STATUS:

PRESIDENT : MARCELO MORENO
VICE-PRESIDENT : REYNALDO BASSO
SECRETARY : REYNALDO BASSO
TREASURER : MARCELO MORENO.

THANK YOU FOR YOUR ATTENTION.

SINCERELY,



MARCELO MORENO,
PRESIDENT OF CELL-WAY U.S.A., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 15 PM 3:41

Amend

TLL

EMILIO DE ACOSTA, C.T.P.

INCOME TAX * ACCOUNTING * PARALEGAL SERVICES
2729 WEST 70TH. PLACE, HIALEAH, FL. 33016
TEL.NO.(305) 820-1040 FAX NO.(305) 556-8667

MAY 17, 1995

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL. 32314

DEAR SIR OR MADAM,

PLEASE ACCEPT THIS LETTER AS THE OFFICIAL ACCEPTANT AS THE
REGISTERED AGENT FOR CELL-WAY U.S.A., INC.

ENCLOSED YOU WILL FIND THE ARTICLE OF AMENDMENT TO ARTICLE OF
CORPORATION OF CELL-WAY U.S.A., INC.

PLEASE FEEL FREE TO CONTACT ME.

SINCERELY,


EMILIO DE ACOSTA, C.T.P.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 7, 1995

MARCELO MORENO
CELL-WAY U.S.A., INC.
3520 S.W. 1ST AVENUE
MIAMI, FL 33145

SUBJECT: CELL-WAY U.S.A., INC.
Ref. Number: P95000026626

We have received your document for CELL-WAY U.S.A., INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please provide street address for the new officer.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 295A00028144

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 15 PM 3:41**

CELL-WAY U.S.A., INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

AMEND: OFFICERS OF THE CORPORATION AS FOLLOW:

PRESIDENT: MARCELO MORENO (NO CHANGE)
3520 S.W. 1st. AVE.
MIAMI, FL. 33145

VICE-PPRESIDENT: REYNALDO BASSO (NAME CORRECTION)
9300 BAY HAVOR TER #5A
MIAMI BEACH, FL 33154

SECRETARY: REYNALDO BASSO (CHANGE OF OFFICER)
9300 BAY HAVOR TER. #5A
MIAMI BEACH, FL. 33154

TREASURER: MARCELO MORENO (NO CHANGE)
3520 S.W. 1st. AVE.
MIAMI, FL. 33145

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

CELL-WAY U.S.A., INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

AMEND: ARTICLE 10: REGISTERED AGENT.

FROM: THE LAW FIRM OF LAWRENCE J. SPIEGEL,
LOCATED AT 343 ALMERIA AVE.,
CORAL GABLES, FL. 33134.

TO: EMILIO DE ACOSTA, C.T.P.
LOCATED AT 2729 WEST 70th. PLACE
HIALEAH, FL. 33016

I, EMILIO DE ACOSTA, HEREBY AM FAMILIAR WITH AND ACCEPT
THE DUTIES AND RESPONSIBILITIES AS REGISTERD AGENT FOR
CELL-WAY U.S.A., INC.


EMILIO DE ACOSTA, C.T.P.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: MAY 17, 1995 .

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

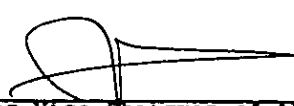
"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 13 of JUNE, 19 95.

Signature


(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholder)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Manuelo Monero

Typed or printed name

President.

Title

P95000026626

SPENCER & KLEIN

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

SUITE 1901
801 BRICKELL AVENUE
MIAMI, FLORIDA 33131

TELEPHONE (305) 374-7700
TELECOPIER (305) 374-4890

400001661904
-12/14/95--01079--002
*****35.00 *****35.00

December 4, 1995

VIA FEDEX

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

FILED
95 DEC -5 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Amendment to Articles of Incorporation of
Cell-Way U.S.A., Inc.

Dear Sir/Madam:

Enclosed please find two (2) copies of the Articles of
Amendment to Articles of Incorporation of Cell-Way U.S.A., Inc.

Please stamp one copy of the Articles and forward it to us in
the enclosed self-addressed FEDEX envelope.

If you have any questions, please do not hesitate to contact
the undersigned.

Very truly yours,

Cindy A. Jacobs
Cindy A. Jacobs

CAJ/al
encl.

AMEND
DEC 12/13

RECEIVED
95 DEC -5 PM 2:53
DIVISION OF CORPORATIONS

SPENCER & KLEIN

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

SUITE 1901
801 BRICKELL AVENUE
MIAMI, FLORIDA 33131

TELEPHONE (305) 374-7700
TELECOPIER (305) 374-4890

December 11, 1995

Att: Karen Gibson
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

**RE: MISSING CHECK FOR THE PROCESSING OF
Articles of Amendment to Articles of
Incorporation of Cell-Way U.S.A., Inc.**

Dear Ms. Gibson:

Upon your request enclosed please find a copy of the Articles of Amendment to Articles of Incorporation on the above referenced matter. And a check in the amount of \$35.00 which did not follow with the originals. We are very sorry for the delay, you do have all originals in your possession.

Thank you for your cooperation.

Very truly yours,



Denise Coto/Assistant to
Cindy A. Jacobs, Esquire

dc/

Enclosures

C:\WP51\DENISE\CLIENTS\ROSS\5-STATE.LTR

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CELL-WAY U.S.A., INC.

FILED
95 DEC -5 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment of its articles of incorporation:

FIRST: Amendment(s) adopted: Amend the following officers of the corporation:

President: Reynaldo Basso (change of officer).
Vice-President: Juan Marcelo Moreno (change of officer).
Treasurer: Reynaldo Basso (change of officer).

SECOND: Amendment adopted: Amend the following officer:

Secretary: Reynaldo Basso (change of officer).

THIRD: The date of the First amendment's adoption: October 4, 1995.
The date of the Second amendment's adoption: November 28, 1995.

FOURTH: Amend Article 3-Principal Office (amended):
1248 S.W. 22nd Street, Miami, Florida, 33140

FIFTH: Adoption of Amendments:

The amendment(s) were adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 4th day of December, 1995.

CELL-WAY U.S.A., INC.

BY: _____

REYNALDO BASSO
Sole Director / Sec