

P9500036333

LAW OFFICES OF
KUTNER AND WEST, P.A.

12TH FLOOR - COURTHOUSE PLAZA
28 WEST FLAGLER STREET
MIAMI, FLORIDA 33130-1808

MAURICE JAY KUTNER II
BOARD CERTIFIED IN
MARITAL AND FAMILY LAW
FELLOW, AMERICAN ACADEMY
OF MATRIMONIAL LAWYERS
CAROLYN W. WEST

FILED
95 MAY -6 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (305) 377-9411
FAX (305) 358-8834

May 2, 1995

000001476086
05/04/95--01093--018
***122.50 ***122.50

FEDERAL EXPRESS
(Airbill Tracking No. 4261348906)

Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

Re: AirPage Communications and Repair, Inc.
AND Kut's Blimpie Enterprises, Inc.

Dear Sir or Madame:

Enclosed are the original Articles of Incorporation for AirPage Communications and Repair, Inc. and Kut's Blimpie Enterprises, Inc., together with two checks in the amount of \$122.50 each, representing payment of the following, for each filing:

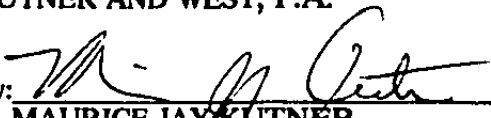
Filing fee	\$ 35.00
Resident agent designation	35.00
Certified copy	<u>52.50</u>
TOTAL	<u>\$122.50</u>

Please file the enclosed Articles of Incorporation and return certified copies to this office, in the enclosed pre-paid Federal Express envelope.

Thank you.

Sincerely yours,

KUTNER AND WEST, P.A.

By: 
MAURICE JAY KUTNER

APK 5-9

MJK:mm

ARTICLES OF INCORPORATION
OF
AIRPAGE COMMUNICATIONS
AND REPAIRS, INC.

The undersigned attorney acting as Incorporator of AirPage Communications and Repairs, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be AirPage Communications and Repairs, Inc.

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation shall be to engage in any and all lawful business under the laws of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 13716 S.W. 90th Avenue - Unit H, Miami, Florida 33176.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 5,000 shares of common stock having a par value of \$0.10 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part, in cash or other property, tangible or intangible, or in labor or services, either actually performed for the corporation or in exchange for a written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

ARTICLE VI - COMMENCEMENT OF EXISTENCE

The existence of this corporation will commence immediately.

ARTICLE VII - INITIAL RESIDENT AGENT AND ADDRESS

The street address of the initial registered office of the corporation is 12th Floor - Courthouse Plaza, 28 West Flagler Street, Miami, Florida 33130-1806, and the name of the initial registered agent of this corporation at that address is Maurice Jay Kutner.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one. The name and street address of the initial members of the board of directors is as follows:

<u>Name</u>	<u>Street Address</u>
David S. Kutner	13716 S.W. 90th Avenue - Unit H Miami, Florida 33176
Walter Alvarez	13716 S.W. 90th Avenue - Unit H Miami, Florida 33176

ARTICLE IX - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE X - INCORPORATOR

The name and street address of the incorporator is: Maurice Jay Kutner, 12th Floor - Courthouse Plaza, 28 West Flagler Street, Miami, Florida 33130-1806.

ARTICLE XI - BY LAWS

The corporation's board of directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XII - MEETINGS

Any action required or permitted by law to be taken at an annual or special meeting of the shareholders may be taken without a meeting, without prior notice, and without a vote, if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing or who are not entitled to vote on the action.

Any action required or permitted by law to be taken at a board of directors' meeting or committee meeting may be taken without a meeting if the action is taken and consented to in writing by all the members of the board or committee.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or

Investigative by reason of the fact that he or she is or was a director or officer of this corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification may, in the discretion of the board of directors, include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive of other rights to which any person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of May, 1995.

Melanie Murray
Sonia C. Ross

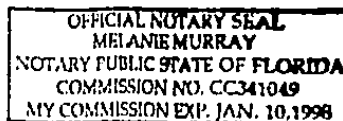
Maurice Jay Kutner
Maurice Jay Kutner - Incorporator

STATE OF FLORIDA)
 : SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Maurice Jay Kutner, who is personally known to me or who has produced his Florida Driver's License as identification, and who, after first being duly sworn, deposes and states that he signed the foregoing Articles of Incorporation and he did take an oath.

WITNESS my hand and seal this 3rd day of May, 1995.

Melanie Murray
MELANIE MURRAY
Notary Public, State of Florida
Commission No. CC341049



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is AirPage Communications and Repairs, Inc.

2. The name and address of the registered agent and office is:

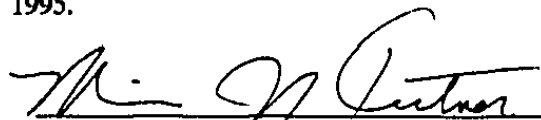
Maurice Jay Kutner
12th Floor - Courthouse Plaza
28 West Flagler Street
Miami, Florida 33130-1806

DATED this 3rd day of May, 1995.


Maurice Jay Kutner
Incorporator/Registered Agent

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of any duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 3rd day of May, 1995.


Maurice Jay Kutner

FILED
95 MAY -4 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000036333

DAVID KLITNER
97108 S.W. 13776th UNIT B
MIAMI, FL. 33176

000002180160--0
-05/15/97--01091--008
*****35.00 *****35.00

Office Use Only

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

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

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

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

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

SH 5/1
FILED
97 MAY 15 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials	
---------------------	--

Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

FILED
97 MAY 15 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, DAVID KUTNER, hereby resign as VICE PRESIDENT
(Title)

of AIRPAGE COMMUNICATIONS AND REPAIRS, INC.
(Name of Corporation)

a corporation organized under the laws of the State of FLORIDA

and affirm that the corporation has been notified in writing of the resignation.

David Kutner
(Signature of resigning officer/director)

Please SEND RETURN OR COPY
SHOWING ME REMOVED FROM CORPORATION.

FILING FEE IS \$35.00

REGARDS,
David Kutner

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314