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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-07/12/95--01045--016
*****78.75 *****78.75

SUBJECT: AT YOUR SERVICE CELLULAR, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

ALLEN HASBUN
Name (printed or typed)

600 NE 36 St. 1723
Address

MIAMI, FLORIDA 33137
City, State & Zip

(305) 573-4512
Daytime Telephone number

FILED
95 JUL 12 AM 10:04
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

JUL 17 1995 BSE

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
AT YOUR SERVICE CELLULAR, INC.

FILED
95 JUL 12 AM 10:04
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

The undersigned, natural person competent to contract, hereby make, subscribe, acknowledge and adopt the following Articles of incorporation for the purpose of forming a corporation under the laws The State of Florida:

ARTICLE I - NAME

The name of this corporation is: AT YOUR SERVICE CELLULAR, INC.

The principal office and mailing address of this corporation is: 600 NE 36 St, Unit 1723, Miami, Fl. 33137

ARTICLE II CORPORATION

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or transacting any business permitted under the laws of the State of Florida and the laws of The United States of America.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is 7,000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 600 NE 36 ST, unit 1723, Miami, Fl. 33137 and the name of the initial registered agent at that address is Allen Hasbun.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have three (3) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws. The name and address of the initial members of The Board of Directors of this corporation are:

Allen Hasbun: 600 NE 36 St. apt 1723, Miami, Fl. 33137
Angel Alvarez: 432 E. 29 St. Hialeah, Fl. 33013
Jose Biggott: 3401 N Country Club Dr. #804, Aventura, Fl. 33180

ARTICLE VII - INCORPORATORS

The name and address of the Incorporators to these Articles of Incorporation is:

Allen Hasbun
600 NE 36 St. #1723
Miami, Fl. 33137

ARTICLE VIII - INDEMNIFICATION

A. Indemnity. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she was a director, employee, officer or agent of the Association, against all expenses (including attorney's fees and appellate attorney's fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he/she did not act in good faith or in a manner he/she reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, that he/she had reasonable cause to believe his/her conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgement, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

B. Expenses. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section VIII A. above, or in defense of any claim, issue or matter therein, he/she shall be indemnified against all expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him/her in connection therewith.

C. Advances. All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the corporation as authorized in this Article VIII.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law agreement, vote of directors, shareholders or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall insure to the benefit of the heirs and personal representatives of such person.

E. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, and trust or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article VIII may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of July, 1995.


Allen Hasbun
Incorporator

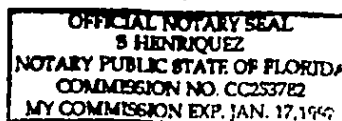
STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Allen Hasbun, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Article of Incorporation for the purposes and in the capacities set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 10 day of July, 1995.


NOTARY PUBLIC, State of Florida at Large

My commission expires:

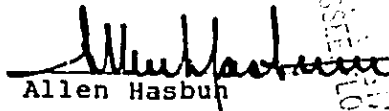


CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

IN COMPLIANCE WITH SECTIONS 48.091 and 607.034 FLORIDA STATUTES, (1985), as may be amended, the following is submitted:

That, AT YOUR SERVICE CELLULAR, INC., desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 600 NE 36 ST. unit 1723, Miami, Fl. 33137 and the name of the initial registered agent at that address is Allen Hasbun, as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept that service of process for the above-stated corporation, at the place designated in this Certificate, Allen Hasbun hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of their duties.

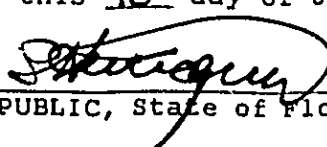

Allen Hasbun

FILED
JUL 12 AM 10:04
NOTARY PUBLIC
STATE OF FLORIDA

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Allen Hasbun, know to be and known by me to be the person who executed the foregoing Certificate Designating Registered Agent and Office, and he acknowledged before me that he executed same for the purposes and in the capacities set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 10 day of July, 1995.



NOTARY PUBLIC, State of Florida at Large

My commission expires:

