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CR2E031(10/92)

ARTICLES OF INCORPORATION OF INTERCELL SERVICES. INC.

ARTICLE I.

NAME

The name of this corporation is: INTERCELL SERVICES INC.

ARTICLE II.

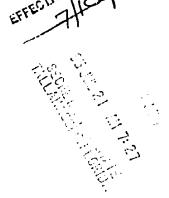
DURATION

This corporation shall have perpetual existence commencing on the date of execution and acknowledgment of tuese articles.

ARTICLE III.

NATURE OF BUSINESS

- Section I. The general nature of the business and objects and purposes to be transacted, promoted and carried on are to any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:
- a. To carry on business in the United States or any foreign country of countries, to buy, sell, import, export, lease, sub-lease, hold, procure, transport, manufacture, acquire and deal generally, both whole-sale and retail, in goods and services of all types, both as principal and agent, in any part of the world.
- b. To enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm, association and/or corporation.
- c. To exchange in the currency of foreign countries and the currency of the United State.
- d. To purchase, hold and/or reissue the shares of its capital stock; and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds or other securities and obligations of the company and other companies.
- e. To do all of such acts or things as they are incident or--conducive to the premises, and to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation.
- f. No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby included in and made a part thereof by reference.
- g. In general, to carry on any incidental husiness in connection with the foregoing, whether manufacturing or otherwise and to have an exercise all the powers conferred by the laws of the State of Florida upon corporation of this character.



ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of \$1.00 par value common stock.

ARTICLE V.

BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors will be either increased or diminished from time to time under the By-Laws, but shall never be less than one (1). The name and address of the director of this corporation is:

Andre Vitiello, President, Director and Resident Officer 15231 S.W. 80th Street, Apt. 206 Miami, Fl. 33193

ARTICLE VI.

INCORPORATOR

The name and address of the per on signing this Articles is:

Andre Vitiello, President, Director and Resident Officer 15231 S.W. 80th Street, Apt. 206 Miami, Fl. 33193

ARTICLE VII.

BY-LAWS

The power to adopt, alter, amend or repeal By Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII.

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AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX.

INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is: 15231 S.W. 80th Street, Apartment 206, Miami, Florida 33193, and the name of the initial Registered Agent of the corporation at that address is: Andre Vitiello. The address of this corporation is 15231 S.W. 80th Street, Apartment 206, Miami, Florida 33193.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18th day of July, 1995.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in ARTICLE 1X. of these Articles of Incorporation, the undersigned hereby agrees to act in the capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Dated this 18th day of July, 1995.

STATE OF FLORIDA } SS COUNTY OF DADE }

Before me, Notary Public, authorized in the State of Florida and County of Dade, personally appeared ANDRE VITIELLO known to me and known by me to be the person who has incorporated and executed the aforegoing Articles of Incorporation of INTERCELL SERVICES INC. He acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 18th day of July, 1995.

Notary Public, State of Florida

