

P95000066046

August 22/1995

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

RECEIVED
AUG 22 1995
TALLAHASSEE, FLORIDA
****162.50 ****162.50

Ref.: New Corporation

Dear Sir(s):

Please find enclosed payment for US\$162.50, on behalf of
SPRAK OUT CRUISEAR, INC., covering the following:

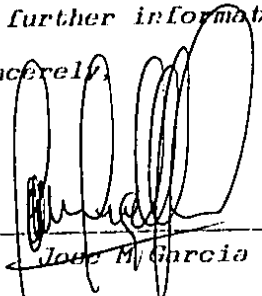
- 1.- \$75.00 - New Corporation Filing Fee.
- 2.- \$35.00 - Registered Agent Designation.
- 3.- \$52.50 - Certified Copy.

Mail all Correspondence to:

YOSI VANON
1224 S.E. 8th Street
Deerfield Beach, Florida 33441

If further information is required please contact us.

Sincerely,


X _____
Jose M. Garcia

CC: bwt/ltc

AUG 25 1995 BSB

FILED
95 AUG 24 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
SPEAK OUT CELLULAR, INC.

The undersigned Incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME & ADDRESS

The name of the Corporation shall be SPEAK OUT CELLULAR, INC. located at 1224 S.E. 8th Street, Deerfield Beach, Florida 33441.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the State of Florida, or any other State in the United States of America.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares and its par value that this Corporation is authorized to have outstanding at any time is One Thousand(1000) shares at us\$10.00(Ten) each; held in the following distribution:

YOSSI VANON
[50%]
1224 S.E. 8th Street
Deerfield Beach, Florida 33441
SS# 215-06-3056

JOSE MIGUEL GARCIA
[50%]
3272 N.W. 72D Avenue
Miami, Florida 33122
SS# 362-96-1732

ARTICLE IV. TERM OF EXISTENCE

This Corporation is to exist perpetually, unless it is dissolved by consent of all of its stockholders in writing and by mutual accord.

DATED, August 21, 1995

FILED
95 AUG 24 PM 1:54
CLERK OF DISTRICT COURT
MALLORCA, FLORIDA

ARTICLE V. DIRECTORS/OFFICERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of the Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The name and street addresses of the initial officers and directors, who shall hold office the first year of the Corporation or until successors are elected, are:

YOSSI VANON
Director/President
1224 S.R. Blk. Street
Deerfield Beach, Florida 33441
SSN 215-06-3056

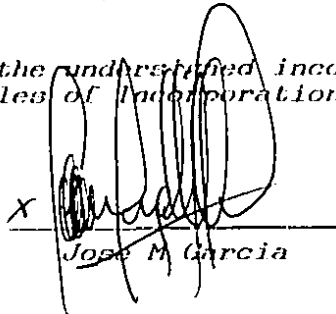
JOSE MIGUEL GARCIA
Director/Treasurer/Secretary
3272 N.W. 72D Avenue
Miami, Florida 33122
SSN 362-96-1732

ARTICLE V. INCORPORATOR

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

JOSE MIGUEL GARCIA
3272 N.W. 72D Avenue
Miami, Florida 33122

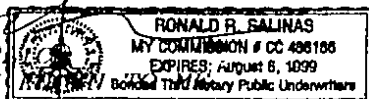
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st. day of August 1995.

X 

Jose M. Garcia

SWORN AND SUBSCRIBED BEFORE ME ON THIS DATE AUGUST 21/1995.

NOTARY PUBLIC
PERSONALLY



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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.

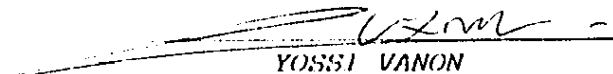
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STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is:

SPEAK OUT CELLULAR, INC.

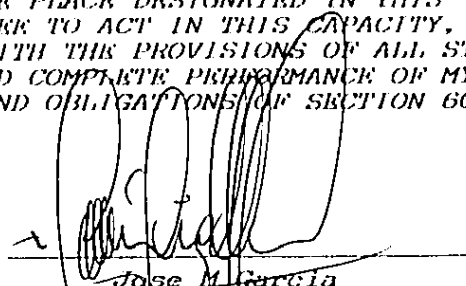
2. The name and address of the registered agent and office is:

JOSE MIGUEL GARCIA
3272 N.W. 72D. Avenue,
Miami, FL 33122
SSN 362-96-1732

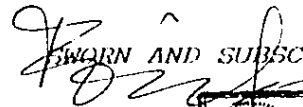


YOSSI VANON
President
Dated, August 21, 1995

HAVING NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.



Jose M. Garcia
Registered Agent
Dated, August 21, 1995

 SWORN AND SUBSCRIBED BEFORE ME ON THIS DATE AUGUST 21/1995.

NOTARY PUBLIC
PERSONALLY

