P96000020053

Karim BenYahla 19464 E. Country Club Drive Aventura, FL 33180 Tel.(305)931-7516

February 26, 1996.

Secretary of State Corporation Dept. 409 East Gaines Street Tallahassee, FL 32399

7.000000172;95537 -03/01/95--010/2--00/ ****122.50 ****122.50

Dear Amanda,

Enclosed herewith, please find an original and a copy of the Articles of Incorporation of Cellular Planet, inc. together with a check for the sum of \$122.50 as filling fees.

As agent of this corporation, please send to my address the certified Articles of Incorporation and the charter of the new corporation.

Respectfully yours,

Karim BenYahia

ARTICLES OF INCORPORATION **OF**

CELLULAR PLANET, INC.

96 MAR - 1 PHI 12: 27
MALLAHASSEE, FLORIDA I, the undersigned, being of legal age and natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the state of Florida.

ARTICLE I

NAME

The name of this corporation is Cellular Planet, Inc.

ARTICLE II

<u>PURPOSE</u>

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

STOCK

This corporation shall be authorized to issue 10,000 shares of capital stock, at a par value of \$1.00 per share. All of said stock shall be payable in cash; property, real or personal; or labor or services in lieu of cash, at a just valuation, to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at time of issuance, provided that said share are subject to calls thereon until the whole consideration thereof shall have been paid.

ARTICLE IV

CORPORATE EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE V

CORPORATE ADDRESS

The street address of the initial principal office of this corporation is 19464 East Country Club Drive, Aventura, FL 33180, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VI

INCORPORATORS

The names and mailing addresses of each of the incorporators are as follows:

NAME

ADDRESSES

KARIM BENYAHIA 19464 EAST COUNTRY CLUB DRIVE

AVENTURA, FL 33180

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are: President, Karim Benyahia, 19464 E. Country Club Drive, Aventura, Fl. 33180 Secretary, Karim Benyahia, same as above Treasurer, Karim Benyahia, same as above

ARTICLE VIII

REGISTERED AGENT

The initial registered agent of this corporation shall be Karim Benyahia and the street address of the initial registered office of this corporation is 19464 E. Country Club Drive, Aventura, FL 33180

ARTICLE IX

ACCOUNTING YEAR

This corporation shall have a calendar year starting January 1st and ending December 31st.

ARTICLE X AMENDMENTS

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.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation this 26th day of February, 1996.

Karim Benyahia

FLORIDA

DRIVER'S LICEN

500-68-004-2 Exp.

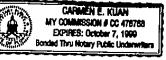
STATE OF FLORIDA COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Karim Benyahia, who by me first duly sworn and cautioned, states that he executed the foregoing Articles of Incorporation and they are true and correct to the best of his knowledge and belief.

SWORN TO AND SUBSCRIBED before me this 20th day of February, 1996.

Notary Public, State of Florida at Large

Camen E. Kuan



In pursuance of Chapter 48.091, Florida Statues, the following is submitted, in compliance with said Act:

First--that Cellular Planet, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Miami, County of Dade, State of Florida has named Karim Benyahla located at 19464 E. Country Club Drive, Aventura, FL 33180; Telephone: (305)931-7516; city of Aventura, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

(Resident Agent)

TALLAHASSEE, FLORIDA