

P96000029775

CITIBANK

A registered
of Citibank, F.S.B.
and registered
representative and
insurance agent of
Citicorp Investment
Services, a member
NABD/NIPC, an
insurance agency
and a subsidiary of
Citibank, N.A.

9525 Harding Avenue
Suffield, FL
33154
305/993-3802
800/207-0210
Fax
305/864-4635

Manny Gonzalez,
Citibank Officer
Investment Consultant
Insurance Agent

CITICORP INVESTMENT SERVICES

A CITIBANK COMPANY

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 11/11/01 BY 60322 UCBAW/ELJ

Manny

from

P96-29775

Dear Jim Pohl,

GREETINGS !!

Please find enclosed one
original & two copies of the Article
of INC. For; Pro-Ad Cellular Phone of
Miami, Inc. Along with a Cashiers
Check for \$70. - FILING FEE.

Looking forward to speaking with
you soon. All my best,
Manny

A 4/5

96 APR -4 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
FOR
PREPAID CELLULAR PHONE OF MIAMI , INC.

FILED
95 APR -4 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopt the following Articles Of Incorporation.

ARTICLE ONE : NAME

The name of the corporation shall be,
PREPAID CELLULAR PHONE OF MIAMI , INC.

ARTICLE TWO : PRINCIPAL OFFICE

The principal office, mailing address, & place of business is,
602 N.E. 167th, STREET, UNIT C, N. Miami Beach, Fl. 33162

ARTICLE THREE : SHARES

The number of shares that this corporation is authorized to have outstanding at anytime is 100 Shares @ 0.01 Par Value.

ARTICLE FOUR : INITIAL REGISTERED AGENT
AND ADDRESS OF THE INITIAL REGISTERED AGENT.

The initial name & address of the initial registered agent shall be , Esteban Daniel Vargas, 602 N.E. 167th, Street Unit C, N. Miami Beach, Fl. 33162

ARTICLE FIVE : INCORPORATORS

The names and address of the incorporators to these Articles of incorporation are ; Esteban Daniel Vargas, 605 S. Pine Island Road # 102, Plantation , Fl. 33324. and Humberto Antonio Vargas 605 S. Pine Island Road # 102 , Plantation , Fl. 33324

THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 21st DAY OF APRIL , 1996.

"Esteban D. Vargas"
Esteban Daniel Vargas
(Incorporator)

HAW-20
Humberto Antonio Vargas
(Incorporator)

CERTIFICATE OF DESIGNATION OF THE REGISTERED
AGENT AND THE OFFICE OF THE REGISTERED AGENT

PURSUANT to the provisions of section 607.0501 or 617.0501
of the Florida Statutes, the undersigned corporation which
is organized under the Laws of The State of Florida submit
the following statement in designating the registered agent
and the office of the registered agent.

The name of the corporation shall be ;
PREPAID CELLULAR PHONE OF MIAMI, INC.

The name and address of the registered agent is ;
Esteban Daniel Vargas , 602 N.E. 167th, Street , Unit C
N. Miami Beach , Fl. 33162

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 DO HEREBY ACCEPT THE OFFICE
APPOINTMENT AS REGISTERED AGENT AND AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES AS THE REGISTERED AGENT. I AM FAMILIAR
WITH AND DO ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED
AGENT ON THIS 2nd DAY OF APRIL , 1996.

"Esteban D. Vargas"
Esteban Daniel Vargas

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96 APR -4 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

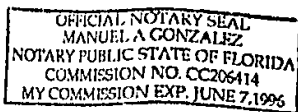
STATE OF FLORIDA)
)
COUNTY OF DADE)


BEFORE ME, The undersigned authority, authorized to take acknowledgements in the State and County Aforesaid, personally appeared both Esteban Daniel Vargas Florida Dr.Lic. number V622-204-73-127-0 Exp. 04/07/2000 ... and Humberto Antonio Vargas Texas Dr.Lic. number 14783953 Exp. 07/29/2000 and are known to me as the persons who have executed the foregoing Articles of Incorporation, and have acknowledged before me to be the same that have executed same, for the purpose therein expressed.

IN WITNESS WHEREOF, I HAVE Hereunto set my hand and official seal in The State of Florida and County of Dade, on this 2nd Day of April, 1996.

MY COMMISSION EXPIRES JUNE 7TH, 1996.

(SEAL)




MANUEL A. GONZALEZ
NOTARY PUBLIC

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96 APR -4 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA