

P96000035124



**Professional Cellular  
& Paging Systems**

*The Leaders in Wireless Technology*

7385 Bird Road  
Miami, FL 33155  
Phone: 305 201-7400  
Fax: 305 201-0089

April 1, 1996

200001773292  
-04/09/96--01043--002  
\*\*\*122.50 \*\*\*122.50

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

**Re: Professional Cellular & Paging Systems, Inc.**

Dear Sir/Madam:

Enclosed please find an original and two copies of the Articles of Incorporation for Professional Cellular & Paging Systems, Inc. Kindly file the Articles and return a certified copy to the undersigned.

Also enclosed please find our check in the amount of \$122.50 for all required filing fees.

Should you have any questions, please call me.

Very truly yours,

Marlene C. de Cespedes  
Professional Cellular & Paging Systems

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR 23 PM 12:37

789-625.671  
W96-8846



cf 4/23/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 APR 23 PM 12:37

April 15, 1996

PROFESSIONAL CELLULAR & PAGING SYSTEMS  
ATTN: MARLENE C. DE CESPEDES  
7385 BIRD ROAD  
MIAMI, FL. 33155

SUBJECT: PROFESSIONAL CELLULAR & PAGING SYSTEMS  
CORPORATION  
Ref. Number: W96000008046

We have received your document for PROFESSIONAL CELLULAR & PAGING SYSTEMS CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 896A00017309

EFFECTIVE DATE  
12/19/96

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 APR 23 PM 12:37

ARTICLES OF INCORPORATION  
OF  
PROFESSIONAL CELLULAR & PAGING SYSTEMS

The undersigned heraby associate themselves for the purpose of becoming a corporation under the laws of the State of Florida (Florida Business Corporation Act), as they now exist or may be amended, pursuant to the following Articles of Incorporation:

**ARTICLE I**

**Name and Address:** The name of this Corporation shall be: **PROFESSIONAL CELLULAR & PAGING SYSTEMS CORPORATION**. The mailing address for the Corporation is 7385 Bird Road, Miami, Florida 33155.

**ARTICLE II**

**Duration:** This Corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles of Incorporation.

**ARTICLE III**

**Purpose:** The general nature and purpose of the business to be transacted, promoted and carried on is to do any and all things hereinafter mentioned, as full and to the same effect and extent as natural persons might or could do, viz:

- (a) To Engage in the export and import business.
- (b) Pursuant to the laws of the State of Florida, to conduct and transact, any and all lawful business.

**ARTICLE IV**

**Capital Stock:** This Corporation is authorized to issued five thousand (5,000) shares of One Dollar (\$1.00) par value capital common stock which shall be designated "common stock".

## ARTICLE V

Designation of Series: Preferred shares may be issued from time to time in series. All preferred shares shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors herein. The Board of Directors are authorized and required to fix, in the manner to the full extent provided and permitted by law, all provision of the shares of each series set forth below:

- (a) The distinctive designation of all series and the number of shares which shall constitute such series.
- (b) The redemption price or prices, if any, for the shares of each, any or all series.
- (c) The annual rate of dividends payable on the shares of all series and the time and manner of payment.
- (d) The obligation, if any, of the Corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of such shares.
- (e) The rights, if any, of the shareholders of shares of each series to convert such shares into common shares and the terms and conditions of such conversion.

## ARTICLE VII

Dividends: The holders of the outstanding capital stock shall be entitled to receive, when and as declared by majority vote of the Board of Directors, dividends payable either in cash, in property, or in shares of capital stock of the corporation.

## ARTICLE VIII

Preemptive Rights: Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE IX

Powers: This Corporation shall have all those rights, powers and duties as delineated in Florida Statutes, Chapter 607, as it now exists or may hereafter be amended, including, but not limited to, the following general powers:

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation.
- (b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- (c) To have corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statutes Chapter 607.141, as it now exists or may hereafter be amended.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foregoing corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, states, territory, governmental district, or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates as the Corporation may determine, issue its notes or bonds.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercises the powers granted by this act within or without this State.
- (k) To elect or appoint officers and agents for the Corporation and define their duties and fix their compensation.

- (l) To make and alter bylaws, not inconsistent with the Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- (n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any and all of its Directors, Officers and employees, and for any or all of the Directors, Officers and employees of its subsidiaries.
- (p) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
- (q) To have and exercise all powers necessary or convenient to effect its purpose.

#### **ARTICLE X**

**Initial Board of Directors:** This Corporation shall have two (2) Directors initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

Carlos M. de Cespedes  
President  
100% STOCK OWNERSHIP

7385 Bird Road  
Miami, Florida 33155

Marlene C. de Cespedes  
Vice-President  
Treasurer

7385 Bird Road  
Miami, Florida 33155

Bertha de Cespedes  
Secretary

7385 Bird Road  
Miami, Florida 33155

The name and address of the person signing these Articles of Incorporation is:

Carlos M. de Cespedes  
President

7385 Bird Road  
Miami, Florida 33155

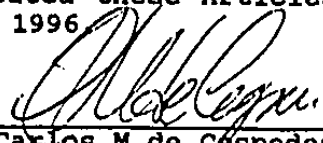
#### ARTICLE XI

Amendment: This Corporation reserves the right to 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 XII

Initial Registered Office and Agent: The name and street address of the Initial Registered Office of this Corporation is Carlos M. de Cespedes, 7385 Bird Road, Miami, Florida 33155. The name of the initial Registered Agent is Carlos M. de Cespedes. Said Registered Agent shall indicate acceptance of said designation by executing these Articles of Incorporation where indicated.

The undersigned subscriber has executed these Articles of Incorporation this 19th day of April, 1996.

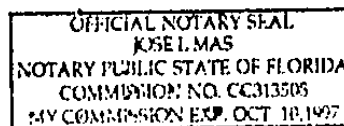
  
Carlos M. de Cespedes

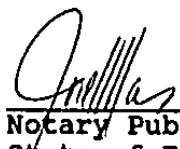
STATE OF FLORIDA:

: SS

COUNTY OF DADE :

The foregoing instrument was acknowledged before me this 19th day of April, 1996 by Carlos M. de Cespedes, President of Professional Cellular & Paging Systems Corporation, a Florida Corporation, on behalf of the Corporation. He is personally known to me and/or has produced a Florida Driver's License as identification and did not take an oath.



  
Notary Public  
State of Florida

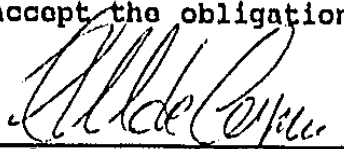
My Commission Expires: \_\_\_\_\_

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DIVISION OF CORPORATIONS

96 APR 23 PM 12:37

ACCEPTANCE BY REGISTERED AGENT

I, Carlos M. de Cospedes, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

  
\_\_\_\_\_  
Carlos M. de Cospedes