

AUG 13 1996.

**ARTICLES OF INCORPORATION  
OF  
CELLULAR A OF FLORIDA, INC.**

The undersigned, acting as incorporators of a corporation to be formed under the provisions of the laws of the State of Florida, hereby adopt the following Articles of Incorporation for such corporation, to be filed with the Secretary of State of the State of Florida:

**ARTICLE I**

The name of the corporation shall be CELLULAR A OF FLORIDA, INC. The principal place of business of this corporation shall be 1717 North Bayshore Drive, Suite #1932, Miami, Florida 33132.

**ARTICLE II**

The Corporation shall have perpetual existence commencing at the filing of the Articles of Incorporation with Department of State.

**ARTICLE III**

The general nature of the business to be carried out by the Corporation is as follows:

- 1) To carry on any and all lawful purposes not specifically prohibited or limited by Chapter 607, Florida Statutes.
- 2) To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any of the purposes, or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether specified or not, either alone or in connection with other firms, corporations or individuals, either in this State or throughout the United States and elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to or connected with the business herein before described, or any part or parts thereof, if not inconsistent with the laws of the United States, this state or any other state.

#### **ARTICLE IV**

The aggregate number of shares of capital stock that the Corporation shall have the authority to issue is One Thousand (1,000). The shares of the corporation are not to be divided into classes, nor is the corporation authorized to issue shares in series.

#### **ARTICLE V**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares shall all receive a ratable distribution of the assets of the corporation.

#### **ARTICLE VI**

The name and street address of the initial registered agent of the Corporation is:

Jorge H. Ramos  
2250 SW 3rd Avenue, Fifth Floor  
Miami, Florida 33129

#### **ARTICLE VII**

The names and the post office addresses of the Directors of the first Board of Directors who, subject to the provisions of these Articles of Incorporation and the corporation laws of the State of Florida, shall hold office for the first year of the existence of the Corporation or until their successors are elected and qualified are:

Gunter Speidel  
1717 North Bayshore Drive, #1932  
Miami, Florida 33132

President

Andres Cancela  
1717 North Bayshore Drive, #1932  
Miami, Florida 33132

Vice President and Secretary

Hurgen Hartel  
1717 North Bayshore Drive, #1932  
Miami, Florida 33132

Vice President

A Board of Directors consisting of not less than One (1) nor more than seven (7) members shall be elected at the first annual meeting of stockholders and at each annual meeting thereafter. Unless otherwise prescribed by law, the entire voting power to elect Directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares of common stock with voting rights of the corporation.

#### **ARTICLES VIII**

The Corporation shall have all the powers enumerated for a corporation under the laws of the State of Florida.

#### **ARTICLES IX**

The Corporation shall indemnify and hold harmless any and all of its Directors and Officers to the full extent permitted by law.

#### **ARTICLE X**

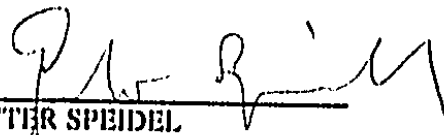
The name and addresses of the incorporator is as follows:

Gunter Speidel  
1717 North Bayshore Drive, #1932  
Miami, Florida 33132

#### **ARTICLE XI**

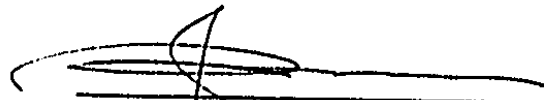
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of  
Incorporation this 9th day of August, 1996.

  
GUNTHER SPEIDEL

**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

Having been named registered agent to accept service of process for CELLULAR A OF  
FLORIDA, INC., at the place designated in the Articles of Incorporation hereinabove set forth, I  
hereby agree to act in this capacity; and further agree to comply with the provisions of all statutes  
relative to the proper and complete performance of the duties of a registered agent.

  
JORGE H. RAMOS

**FILED**  
96 AUG 13 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA