

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303

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Articles

1.) Beeper Warehouse, Inc.

(CORPORATE NAME & DOCUMENT #)

2.) _____
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SPECIAL INSTRUCTIONS

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ARTICLES OF INCORPORATION

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The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

BEEPER WAREHOUSE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

701 SW 27 Ave., 10 Floor
Miami, FL 33135

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shares at \$1.00 par value common stock

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

ANA OBREGON
701 SW 27 Ave., 10 Floor
Miami, FL 33135

ARTICLE V INCORPORATOR(S)

See Instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

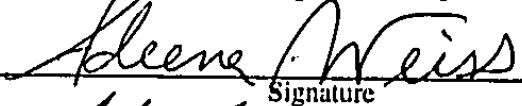
ANA OBREGON - President/Director
701 SW 27 Ave., 10 Floor, Miami, FL 33135
ADEENA WEISS - Treasurer
701 SW 27 Ave., 10 Floor, Miami, FL 33135
ALITZA WEISS - Secretary
701 SW 27 Ave., 10 Floor, Miami, FL 33135

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

20th day of August, 19 96.

(An additional article must be added if an effective date is requested.)



Signature


Signature


Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.

1. The name of the corporation is: BEEPER WAREHOUSE, INC.
2. The name and address of the registered agent and office is:

ANA OBREGON
(NAME)

701 SW 27 Ave., 10 Floor

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami, FL 33135

(CITY/STATE/ZIP)

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 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Ana L Obregon
(SIGNATURE)

8/20/96
(DATE)

6/30/97

FLORIDA DIVISION OF CORPORATIONS
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CONTACT: JENNIFER C. RODRIGUEZ *LMIS* FAX #: (305) 672-9110
PHONE: (305) 672-0686
NAME: BEPPER WAREHOUSE, INC.
AUDIT NUMBER.....H97000010739
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*Amendment
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06/30/1997 13:24 3056729110

MIAMI OFFICE

PAGE 02

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ARTICLES OF AMENDMENT

Article I. Name

The name of this Florida corporation is: Beeper Warehouse, Inc. (the "Corporation").

Article II. Amendment

The Articles of Incorporation of the Corporation are amended as follows:
The individuals serving as Treasurer and Secretary of the Corporation, as set forth in Article V of the Articles of Incorporation, are removed and replaced by:

Janet Cordero - Secretary/Treasurer

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on June 30, 1997.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

Beeper Warehouse Inc.

By: *Ana Obregon*

Printed Name: Ana Obregon

Printed Title: President/Director

Date: 6/30/97

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TALLAHASSEE, FLORIDA

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0808

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