

P9600000069718

8/21/96
FLORIDA DIVISION OF CORPORATIONS
TELEPHONE SYSTEM
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33136-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

(((H90000011672)))
NAME: PLANET CELL, INC.
FAX AUDIT NUMBER: H90000011672
DATE REQUESTED: 08/21/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 6
ESTIMATED CHARGE: \$122.50
CURRENT STATUS: REQUESTED
TIME REQUESTED: 11:37:28
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255
Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.
(((H90000011672)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM Connect: 00:31:0

FILED
96 AUG 21 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 AUG 21 PM 1:44
DIVISION OF CORPORATIONS

RECEIVED

Handwritten initials: H918-202

H96000011672

96 AUG 21 PM 2:52
FILED
PREPARED BY
ELYANE SCHNEIDER
B & L BUSINESS LEGAL, INC.
141 N.E. 3RD AVE SUITE 900
MIAMI FL 33132 (305) 572-4411
FAX: (305) 572-7207
STATE OF FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:
PLANET CELL, INC

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:
141 N.E. 3RD AVENUE SUITE 900C
MIAMI FL 33132

ARTICLE II - PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III -- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV - PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V -- INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:
141 N.E. 3RD AVENUE SUITE 900C
MIAMI FL 33132

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:
MARCELO RIBEIRO ARANHA

H96000011672

H96000011672

PREPARED BY:
FLYNN'S IDENTIFICATION
S & L, INCORPORATED LEGAL, INC.
110 P.L.A. 3RD AVE SUITE 207
MIAMI, FL 33132 (305) 576-6611
FAX: (305) 576-7107

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THRU BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

PRESIDENT - RUBENS RIBEIRO ARANHA JUNIOR

ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

RUBENS RIBEIRO ARANHA JUNIOR
141 N.E. 3RD AVENUE SUITE 900C
MIAMI FL 33132

ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

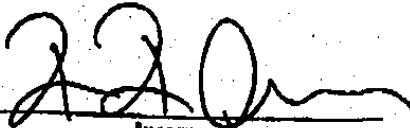
ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X -- BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 20TH DAY OF AUGUST OF 1996.


Incorporator

H96000011672

H96000011672

H96000011672

PREPARED BY:
SOL VARDI INTERNATIONAL
601 N. BROWARD BLVD., SUITE 100
FORT LAUDERDALE, FL 33304
TELEPHONE (305) 579-4800
FAX (305) 579-1987

**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT PLANET CELL, INC., DESIRING TO ORGANIZE UNDER
THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE
COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED:

MARCELO RIBEIRO ARANHA

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

PLANET CELL, INC

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF
REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE
APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 20 DAY OF AUGUST, 1996.



Registered Agent

H96000011672

STATE OF FLORIDA)
COUNTY OF DADE)

PREPARED BY:
ALWAYS INTERNATIONAL
S & L SERVICES LLC, INC
140 N.E. 10th Ave Suite 807
Miami, FL 33132 (305) 573-0811
FAX: (305) 575-7007

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED,

RUBENS RIBEIRO ARANHA JUNIOR

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREBUNDER SET MY HAND AND AFFIXED MY OFFICIAL
SEAL,

IN THE STATE AND COUNTY AFORESAID THIS 20TH DAY OF AUGUST, 1996.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



H96000011672

H96000011672

SPECIFIC POWER OF ATTORNEY

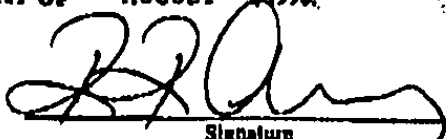
PREPARED BY:
ELYANE BECHTINGER
S & L BUSINESS LEGAL, INC.
541 N.E. 20th Ave Suite 201
Boca Raton, FL 33431 (561) 375-0011
FAX: (561) 375-1007

BE IT KNOWNED, THAT I, RUBENS RIBEIRO ARANHA JUNIOR, OF MIAMI, FL, THE UNDERSIGNED, TO HEREBY GRANT A LIMITED AND SPECIFIC POWER OF ATTORNEY TO S & L BUSINESS LEGAL, INC. OF MIAMI, FL - AS MY ATTORNEY-IN-FACT. SAID ATTORNEY-IN-FACT SHALL HAVE FULL POWER AND AUTHORITY TO UNDERTAKE AND PERFORM ONLY THE FOLLOWING ACTS ON MY BEHALF: MANAGE THE PROCEDURES IN ORDER TO OBTAIN FEIN #, ANY KIND OF BUSINESS LICENSES, INQUIRE ABOUT LIABILITIES WITH THE U. S., FLORIDA DEPARTMENTS, CUSTOMS, AND ANY OTHER GOVERNMENTAL OFFICE. THE AUTHORITY HEREIN SHALL INCLUDE SUCH INCIDENTAL ACTS AS ARE REASONABLY REQUIRED TO CARRY OUT AND PERFORM THE SPECIFIC AUTHORITIES GRANTED HEREIN.

MY ATTORNEY-IN-FACT AGREES TO ACCEPT THIS APPOINTMENT SUBJECT TO ACT AND PERFORM IN SAID FIDUCIARY CAPACITY CONSISTENT WITH MY BEST INTEREST AS MY ATTORNEY-IN-FACT IN THIS DISCRETION DEEMS ADVISABLE.

THIS POWER OF ATTORNEY IS EFFECTIVE UPON EXECUTION. THIS POWER OF ATTORNEY MAY BE REVOKED BY ME AT ANY TIME, AND SHALL AUTOMATICALLY BE REVOKED UPON MY DEATH, PROVIDED ANY PERSON RELYING ON THIS POWER OF ATTORNEY SHALL HAVE FULL RIGHTS TO ACCEPT AND RELY UPON THE AUTHORITY OF MY ATTORNEY-IN-FACT UNTIL IN RECEIPT OF ACTUAL NOTICE OF REVOCATION.

SIGNED UNDER SEAL THIS 20TH DAY OF AUGUST 1996.



Signature
RUBENS RIBEIRO ARANHA JUNIOR
S.S.# 592-11-7131

STATE OF FLORIDA
COUNTY OF DADE

On 8 / 20 / 1996 before me, ELYANE BECHTINGER personally appeared,
RUBENS RIBEIRO ARANHA JUNIOR

Personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is / are subscribed to the within instrument and acknowledged to me that he / she / they executed the same in his/her/their authorized capacity (ies), and that by his / her / their signature(s) on the instrument the person(s), or The entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS MY HAND AND OFFICIAL SEAL.

Signature _____

Notary Public

Affiant _____ Known ☒ Produced ID _____
Type of ID _____

(Seal)

H96000011672