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NAME: ^{DISK} DK CELLULAR INC.

AUDIT NUMBER.....H96000014851

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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CERTIFICATE OF INCORPORATION
OF
DISK CELLULAR, INC.

The undersigned *subscribers* to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the law of the State of Florida.

ARTICLE I. NAME

The name of this corporation is : Disk Cellular, Inc.

ARTICLE II. NATURE OF THE BUSINESS.

The general nature of this business to be transacted by this corporation is any legal business in the State of Florida or in the United States.

To conduct business in , have one or more offices in and sell, import, export, buy, hold, mortgage, convey, lease, construction and building or otherwise dispose of real and personal property, including patents , franchises, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of property, or other instruments to secure the payment to corporate in debtment as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

Prepared by:
Carlos A. Salas
1235 Altam Rd.
Miami Beach, FL 33139
(305) 674-1681

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To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares or the capital stock of, or any bonds, securities, or other evidences or indebted created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the rights to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 5,000 (Five Thousand) shares of common stock having a nominal of \$ 10.00 Par/value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business with is \$ 50,000.00 (Fifty Thousand 00/100).

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE VI. ADDRESS

The initial post office address of this corporation in the State of Florida is: 150 S.E. 2nd Ave. Ste 1103 Miami, Fl. 33131. The board of directors may from time to time move the principal office to any other office in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation are:

Nilo Alves De Aguiar
President - Secretary

150 SE 2nd Ave. Ste 1103 Miami, Fl. 33131.

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ARTICLE IX. REGISTERED OFFICE AND REGISTERED AGENT

The registered office shall be at 150 SE 2nd Ave. Ste 1103 Miami, FL 33131, and the registered agent being Nilo Alves De Aguiar.

ARTICLE X. AMENDMENT

This Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the board of directors proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.



Nilo Alves De Aguiar
President - Secretary

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STATE OF FLORIDA) SS
COUNTY OF DADE

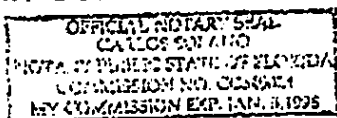
I HEREBY CERTIFY : That on this day, before me, a Notary Public the undersigned authority, duly authorize to administer oaths and take acknowledgments, personally appeared, Nilo Alves De Aguiar of Disk Cellular, Inc. a Florida Corporation.

Who after being duly sworn, executed the foregoing Articles of Incorporation and acknowledge before me that the subscribers to those Articles on Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said County and State, on this 21st day of the month of October, 1996.

NOTARY PUBLIC SEAL

MY COMMISSION EXPIRES:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE OR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 607.34 Florida Statutes, the following is submitted, in compliance with said act:

FIRST: That, Disk Cellular, Inc. desiring to organize or qualify under the laws of the State of Florida with its principle office, as indicated in the articles of incorporation at city of Miami, county of Dade, and state of Florida has hereby named Nilo Alves De Aguiar of 150 SE 2nd Ave. Ste 1103 Miami, Fl. 33131, as its agent to accept services of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate.

I hereby agree to act in this capacity, and I further agree to comply with the provision of said act relative to keeping open said office.


Nilo Alves De Aguiar
Register Agent

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