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December 19, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

600002037006--4  
-12/24/96--01095--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

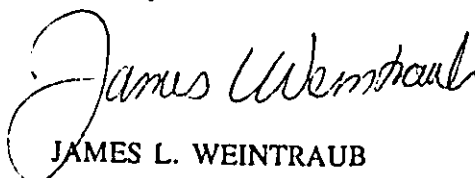
Re: Cellular and Computer Investments, Inc.

Dear Sirs:

Enclosed please find check number 2252 in the amount of \$70.00 payable to Secretary of State. Please file the enclosed Articles of Incorporation for the referenced corporation.

Thank you for your prompt attention to this matter.

Sincerely,

  
JAMES L. WEINTRAUB

JLW/bs  
Encls.

DEC 30 1996 BSB

FILED  
96 DEC 23 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**FOR**  
**CELLULAR AND COMPUTER INVESTMENTS, INC.**

**FILED**

96 DEC 23 AM 11:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 AND COMPUTER INVESTMENTS, INC. The principal place of business of this corporation shall be 451 South Dixie Highway, #118, Miami, Florida 33133.

**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 as follows:

- 1) To provide communication services and products ;
- 2) To conduct such other businesses as may be incidental or advantageous to the operation of the business described in paragraph (1) hereof;
- 3) 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; and

4) To carry on any and all lawful purposes not specifically prohibited or limited by Chapter 607, Florida Statutes.

#### ARTICLE IV

The aggregate number of shares of capital stock that the Corporation shall have the authority to issue is One Million (1,000,000), with no par value. 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:

James L. Weintraub  
2250 S.W. Third Avenue, Fifth Floor  
Miami, Florida 33129

#### ARTICLE VII

The name and the post office address of the Director 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 is:

Juan Cartagena, President and Treasurer  
Robert Mulder, Vice-President and Secretary

A Board of Directors consisting of not less than two (2) 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:

Juan Cartagena  
451 S. Dixie Highway  
#118  
Miami, Florida 33133

Robert Mulder  
451 S. Dixie Highway  
#118  
Miami, Florida 33133

#### 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 subscriber has executed these Articles of Incorporation this 19th day of December, 1996.

  
JUAN CARTAGENA

  
ROBERT MULDER

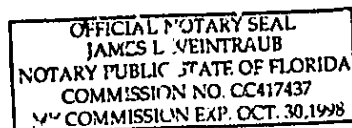
STATE OF FLORIDA     )  
                              ) S.S.  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared JUAN CARTAGENA, to me known to be the person described in and who subscribed to the above Articles of Incorporation, and who did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned.

19th SWORN TO and SUBSCRIBED before me, in the County and State last aforesaid on this day of December, 1996.

  
NOTARY PUBLIC

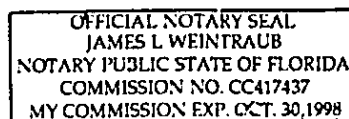
STATE OF FLORIDA     )  
                              ) S.S.  
COUNTY OF DADE     )



BEFORE ME, the undersigned authority, personally appeared ROBERT MULDER, to me known to be the person described in and who subscribed to the above Articles of Incorporation, and who did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned.

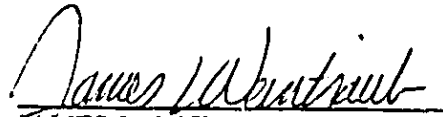
19th SWORN TO and SUBSCRIBED before me, in the County and State last aforesaid on this day of December, 1996.

  
NOTARY PUBLIC



**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

Having been named registered agent to accept service of process for CELLULAR AND COMPUTER INVESTMENTS, 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.



JAMES L. WEINTRAUB  
2250 S.W. Third Avenue  
Fifth Floor  
Miami, Florida 33129

**FILED**  
96 DEC 23 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA