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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS	FAX #: (904)922-4001
FROM: FAS-T CORP. AGENTS, INC.	ACCT#: 071001002335
CONTACT: LIDIA FERNANDEZ	
PHONE: (305)599-0839	FAX #: (305)716-0346

NAME: THE BEST CELL CELLULAR TELEPHONES INC.
 AUDIT NUMBER.....H97000001342
 DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
 CERT. OF STATUS..1 PAGES..... 3
 CERT. COPIES.....0 DEL.METHOD.. FAX
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION

OF

THE BEST CELL CELLULAR TELEPHONES INC.

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

ARTICLE I NAME

The name of the corporation shall be: The Best Cell Cellular Telephones Inc.

The principal place of business of this corporation shall be: 168 S.E. 1th Street # 601 Miami, Fl 33131.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1,000 Shares \$ 1.00 par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

President: Ana Lucia Brito 168 S.E. 1st St. # 601 Miami, FL 33131
V/President/Secretary: Adilson Baptista 168 S.E. 1st St. #601 Miami, Fl 33131

Prepared by: Adilson Baptista
168 S.E. 1st St. # 601
Miami, FL 33131 (305) 905-8212

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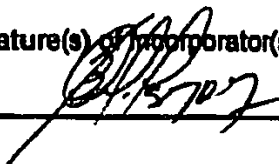
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Adilson Baptista 168 S.E. 1st St. #601
Miami, Fl 33131

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 23rd day of JANUARY, 19 97.

Signature(s) of Incorporator(s)



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

Pursuant to the provisions of Section 607.325, 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 _____

THE BEST CELL CELLULAR TELEPHONES INC.

2. The name and address of the registered agent and office is:

Adilson Baptista 168 S.E. 1st St. #601
(P.O. BOX NOT ACCEPTABLE)

Miami, Fl 33131
(CITY/STATE/ZIP)

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SIGNATURE _____

(corporate officer)

TITLE _____

DATE _____

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE _____

DATE _____

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