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ALVAREZ & ALVAREZ, INC
9445 SW 40 STREET-SUITE 105
Miami, FL . 33165

Date MAY 10, 1997

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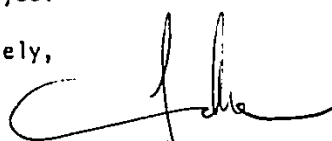
Document Examiner
New Filing Section
Secretary of State
Division of Corporations
P.O. BOX 6327
TALLAHASSEE - FLORIDA 32314
Dear Sir:

Please return the enclosed articles of incorporation to us, at the
above address, for the following corporation:

BEAR CELLULAR AND ACCESORIES INC.

Thank you.

Sincerely,


SONIA C. VILABOA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 12 PM 2:17

Enclosures

(4)

JP 5/5

Certificate of Incorporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 12 PM 2:17

Of BEAR CELLULAR AND ACCESORIES, INC.

We, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit.

Article I

The name of the corporation shall be: BEAR CELLULAR AND ACCESORIES, INC.

Article II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

Article III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of one dollar each (\$1.00).

All stock is to be issued as fully paid and exempt from assessment.

Article IV

The pledge, sales, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

Article V

The amount of capital with this corporation may begin doing business shall be not less than one hundred dollars (\$100.00).

Article VI

The existence of the corporation is perpetual.

Article VII

The initial post office address of the principal office of the corporation in the State of Florida is
9445 BIRD ROAD SUITE 105 MIAMI FLORIDA 33165

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida. The registered address of the corporation is

9445 BIRD ROAD SUITE 105 MIAMI FLORIDA 33165

The registered Agent at the registered address is JENNY PORTALES

Article VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one (1) nor more than (2) directors. A quorum for the holding of meetings of the board of directors and for the transaction of any business which will be properly done by the directors on behalf of the corporation shall consist of a majority of the members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

Article IX

The names and post office addresses of the members of the first Board of Directors and the state of Corporate Officers are as follows:

Name	Title	Address
JENNY PORTALES	PRESIDENT/SEC	11240 NW 6 ST MIAMI FLA. 33172
JORGE VILLANUEVA	V/P-TREASURER	18233 SW 114 CT MIAMI FLA 33157
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Article X

The names and post office addresses of the subscribers of the articles of incorporation and number of shares that they agree to take are:

Name	Address	No. of Shares
JENNY PORTALES	11240 NW 6 ST. MIAMI FLA. 33172	51
JORGE VILLANUEVA	18233 SW 114 CT. MIAMI FLA 33157	49
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Article XI

The stock of the corporation may be issued pursuant to the provisions of the Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided thereunder.

IN WITNESS WHEREOF, we have here unto set our hands and seal this 10th
day of MAY 1997


JENNY PORTALES


JORGE VILLANUEVA

State of Florida
County of Dade

I HEREBY CERTIFY THAT on this day, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments under the laws of the State of Florida,

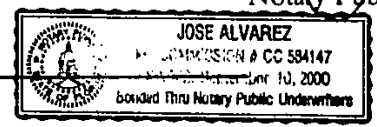
JENNY PORTALES & JORGE VILLANUEVA

to me well known to be the persons described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand official seal at City of Miami, State of Florida, this 10th
day of MAY, 1997

[Signature]
Notary Public, State of Florida at Large.

My Commission Expires: _____



Certificate designating place of business or domicile for the service of process within Florida, naming Agent upon whom process may be served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that BEAR CELLULAR AND ACCESORIES, INC
(Name of Corporation)

Desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named JENNY PORTALES
(Name of Registered Agent)

located at 9445 BIRD ROAD SUITE 105 MIAMI FLORIDA 33165
(Street address and number of building. P.O. box address is not acceptable)

City of Miami, State of Florida, as its Agent to accept service of process within Florida.

Signature [Signature]
Title PRESIDENT/SEC. Date MAY 10, 1997

Having been named to accept service of process for the above state 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.

Signature [Signature]
(Registered Agent)
Date MAY 10, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 12 PM 2:17