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FLORIDA DIVISION OF CORPORATIONS

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FAX #:

FROM: MIT PRODUCTS AND SERVICE, INC.  
070402002741

ACCT#:

CONTACT: RAFAEL MOREL  
PHONE: (305)871-0008  
(305)871-0550

FAX #:

NAME: BEEPERS & THINGS, INC.

AUDIT NUMBER.....H97000010130

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

CERT. OF STATUS..1

PAGES..... 4

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ARTICLES OF INCORPORATIONSECRETARY OF STATE  
TALLAHASSEE, FLORIDAOFBEEPERS & THINGS, INC.

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

ARTICLE I NAME

The name of the corporation shall be:

BEEPERS & THINGS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8362 PINES BOULEVARD STE. 157  
PEMBROKE PINES, FLORIDA 33024

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is: 10000 SHARES, ONE DOLLAR PAR VALUE PER SHARE.

ARTICLE IV-PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which it already holds, shall have the right to purchase his pro rata share thereof, as nearly as may be done without issuance of fractional shares as the price at which it is offered to others.

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PREPARED BY: MIT PRODUCTS & SERVICE, INC.  
6555 N.W. 36th St. Ste. 301  
MIAMI, FL. 33166  
PHONE (305) 871-0008

RTICLE V-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

FRANK ACEVEDO  
17454 N.W. 11 STREET  
PEMBROKE PINES, FLORIDA 33029

ARTICLE VIINITIAL BOARD OF DIRECTOR(S)

This corporation shall have (3) (three) directors initially, The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name(s) and address(es) of the initial director(s) on this corporation is (are):

FRANK ACEVEDO  
17454 N.W. 11 STREET  
PEMBROKE PINES, FLORIDA 33029

ANA ACEVEDO  
17454 N.W. 11 STREET  
PEMBROKE PINES, FLORIDA 33029

ELSIE CENTENO  
6800 WEST 16TH DRIVE APT. 309  
HIALEAH, FLORIDA 33014

ARTICLE VIIOFFICER(S) AND SUBSCRIBER(S)

The officer(s) and subscriber(s) of this corporation is as follow:

FRANK ACEVEDO	PRESIDENT/DIRECTOR	128 SHARES
ANA ACEVEDO	SECRETARY/TREASURER/DIRECTOR	127 SHARES
ELSIE CENTENO	VICE-PRESIDENT/DIRECTOR	45 SHARES

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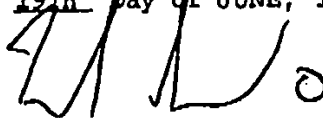
ARTICLE VIII

## INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

FRANK ACEVEDO  
17454 N.W. 11 STREET  
PEMBROKE PINES, FLORIDA 33029

The undersigned has (have) executed these Articles of Incorporation this  
19TH Day of JUNE, 1997



FRANK ACEVEDO/INCORPORATOR  
Signature/ Title

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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 is: BEEPERS & THINGS, INC.
2. The name and address of the registered agent and office is:

FRANK ACEVEDO  
(NAME)

17454 N.W. 11 STREET  
(ADDRESS)

PEMBROKE PINES, FLORIDA 33029  
(CITY/STATE/ZIP)

SIGNATURE 

TITLE President.

DATE June 19, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

DATE June 19, 1997

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TALLAHASSEE, FLORIDA

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