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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: ~~JOHNNY G. RODRIGUEZ~~

PHONE: (305) 672-0686

FAX #: (305) 672-9110

*Kana*

NAME: CELLULAR DIRECT, INC.

AUDIT NUMBER.....H97000011806

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

CERT. OF STATUS...1

PAGES..... 4

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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
Cellular Direct, Inc.

### Article II. Address

The mailing address of the Corporation is:  
Cellular Direct, Inc.  
1521 Alton Road, Suite 73  
Miami Beach FL 33139

### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Corporate Creations Enterprises, Inc.  
4521 PGA Boulevard #211  
Palm Beach Gardens FL 33418

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Ira Tritt  
James Lee

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code 125)  
Miami Beach FL 33139-6629  
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:  
Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code 125)  
Miami Beach FL 33139-6629

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on July 21, 1997.

The undersigned incorporator executed these Articles of Incorporation on July 21, 1997.)



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CORPORATE CREATIONS INTERNATIONAL INC.  
Kara O'Donnell Vice President

Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code 125)  
Miami Beach FL 33139-6629  
(305) 672-0686

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

Cellular Direct, Inc.

**REGISTERED AGENT/OFFICE:**

Corporate Creations Enterprises, Inc.  
4521 PGA Boulevard #211  
Palm Beach Gardens FL 33418

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CORPORATE CREATIONS ENTERPRISES, INC.  
Kara O'Donnell, Vice President

Date: July 21, 1997

Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code 125)  
Miami Beach FL 33139-8629  
(305) 672-0686

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