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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: CELLULAR CONNECTION USA, INC.
AUDIT NUMBER.....H97000014608
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 4
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

September 4, 1997

FAS-T CORP AGENTS INC

SUBJECT: CELLULAR CONNECTION USA, INC.
REF: W97000020446

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000014608
Letter Number: 897A00044271

ARTICLES OF INCORPORATION

of
CELLULAR CONNECTION USA, INC.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I- CORPORATE NAME

The name of the corporation is:

CELLULAR CONNECTION USA, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares(500) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME NICOLA VIVENZIO
ADDRESS 2845 NORTH MILITARY TR. SUITE 01
CITY WEST PALM BEACH, FLORIDA 33409

Prepared by: Miquel Accounting Service
1695 Fl Mango Rd #3
W. Palm Beach, Fl 33406
(561)965-0098

MIQUEL ACCOUNTING SERVICE
1695 Florida Mango Rd. Suite 3
West Palm Beach, FL 33406

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The principal office, if known, or the mailing address of the corporation is:

NAME CELLULAR CONNECTION USA, INC.
ADDRESS 2845 NORTH MILITARY TR. SUITE 01
CITY WEST PALM BEACH FLORIDA ZIP 33409

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (2) director(s) 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 (1). The names and addresses of the initial director(s) of the corporation are as follow:

NAME NICOLA VIVENZIO
ADDRESS 1401 VILLAGE BLVD. #815
CITY WEST PALM BEACH STATE FLORIDA ZIP 33409

NAME YURI PEREIRA
ADDRESS 1401 VILLAGE BLVD. #827
CITY WEST PALM BEACH STATE FLORIDA ZIP 33409

NAME _____
ADDRESS _____
CITY _____ STATE FLORIDA ZIP 334

NAME _____
ADDRESS _____
CITY _____ STATE FLORIDA ZIP 334

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME NICOLA VIVENZIO
ADDRESS 1401 VILLAGE BLVD. #815
CITY WEST PALM BEACH STATE FLORIDA ZIP 33409

NAME YURI PEREIRA
ADDRESS 1401 VILLAGE BLVD. #827
CITY WEST PALM BEACH STATE FLORIDA ZIP 33409

MIQUEL ACCOUNTING SERVICE
1625 Florida Mango Rd. Suite 3
West Palm Beach, FL 33411

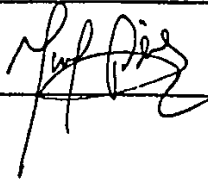
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IN WITNESS WHEREOF, the undersigned and subscriber(s)
have executed these Articles of Incorporation this 26TH
DAY OF AUGUST of 1997.



(Seal)



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(Seal)

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page 2

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West Palm Beach, FL 33406

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CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

CELLULAR CONNECTION USA, INC.
(Name of Corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

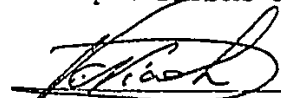
at CELLULAR CONNECTION USA, INC.
2845 NORTH MILITARY TR. SUITE 01
WEST PALM BEACH, FLORIDA ZIP CODE 33409

has named NICOLA VIVENZIO

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



(REGISTERED AGENT)

MIQUEL ACCOUNTING SERVICE
1625 Florida Mango Rd. Suite 3
West Palm Beach, FL 33406

561-965-0098
561-642-8409 (Fax)