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State 625A

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Marian A. Lindquist

October 2, 1997

Via FEDEX
Department of State
Division of Corporations
New Filings
409 E. Gaines Street
Tallahassee, Florida 32399

300000231122
-10/03/97-01061
****245.00 ****

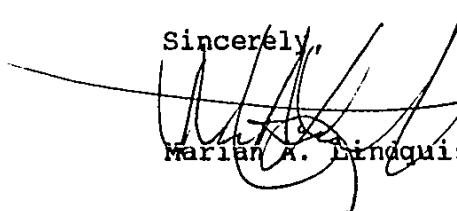
RE: ~~Joe Sagarra~~
P.C.S. Phones for All, Inc.

Dear Sir or Madam:

Enclosed are the original and two (2) copies of Articles of Incorporation along with a check in the amount of Two Hundred Forty-Five Dollars (\$245.00) to cover the filing fees. Kindly return one certified copy of the Articles of Incorporation in the enclosed FEDEX return envelope.

Thank you for your cooperation and attention to the above. If you have any questions, please do not hesitate to contact me.

Sincerely,


Marian A. Lindquist

MAL:tk
Enclosures
cc: Joe Sagarra

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ARTICLES OF INCORPORATION

OF

P.C.S. PHONES FOR ALL, INC.

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

ARTICLE I
NAME

The name of the corporation shall be P.C.S. Phones for All, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 4551 Northwest 70th Avenue, Lauderhill, Florida 33319.

ARTICLE III
SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100.

ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is Joe Sagarra, 4551 Northwest 70th Avenue, Lauderhill, Florida 33319.

ARTICLE V
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Joe Sagarra, 4551 Northwest 70th Avenue, Lauderhill, Florida 33319.

ARTICLE VI
INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors to the full extent permitted by law as the law now exists or may be amended hereafter.

The undersigned incorporator has executed these Articles of Incorporation this 2nd day of October, 1997.

JOE SAGARRA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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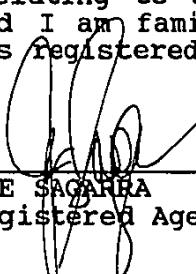
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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 P.C.S. PHONES FOR ALL, INC.
2. The name and address of the registered agent and office is Joe Sagarra, 4551 Northwest 70th Avenue, Lauderhill, Florida 33319.

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.

DATED: October 2, 1997


JOE SAGARRA
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA