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TO: DIVISION OF CORPORATIONS
(850)922-4001

FAX #:

FROM: MIT PRODUCTS AND SERVICE, INC.
070402002741

ACCT#:

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

FAX #:

(305)871-0550

NAME: ONLY'S BEEPER & CELLULARS, INC.

AUDIT NUMBER.....H97000018499

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

CERT. OF STATUS...1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ORLY'S BEEPER & CELLULARS, 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:

ORLY'S BEEPER & CELLULARS, INC.

ARTICLE II PRINCIPAL OFFICE

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

13800 S.W. 8TH STREET STE. 389
MIAMI, FLORIDA 33184

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

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ARTICLE V-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

JOSE ANDRES MARTINEZ
13800 S.W. 8TH STREET STE. 389
MIAMI, FLORIDA 33184

ARTICLE VIINITIAL BOARD OF DIRECTOR(S)

This corporation shall have (1) (one) director 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):

JOSE ANDRES MARTINEZ
13800 S.W. 8TH STREET STE. 389
MIAMI, FLORIDA 33055

ARTICLE VIIOFFICER(S) AND SUBSCRIBER(S)

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

JOSE ANDRES MARTINEZ	PRESIDENT/SECRETARY/ TREASURER/DIRECTOR	100 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):

JOSE ANDRES MARTINEZ
13800 S.W. 8TH STREET STE. 389
MIAMI, FLORIDA 33184

The undersigned has (have) executed these Articles of Incorporation this
05TH Day of November, 1997


✓ JOSE ANDRES MARTINEZ/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: ORLY'S BEEPER & CELLULARS, INC.

2. The name and address of the registered agent and office is:

JOSE ANDRES MARTINEZ
(NAME)

13800 S.W. 8TH STREET STE. 389
(ADDRESS)

MIAMI, FLORIDA 33184
(CITY/STATE/ZIP)

SIGNATURE 

TITLE _____

DATE November 05, 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 November 05, 1997

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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