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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
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NAME: AVANTECH CELLULARS AND ELECTRONICS, INC.

AUDIT NUMBER.....H97000019832

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

CERT. OF STATUS..1

PAGES..... 3

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY DEC 3 1997

ARTICLES OF INCORPORATION
OF

AVANTECH CELLULARS AND ELECTRONICS, INC.

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

ARTICLE I NAME

The name of the corporation shall be:
AVANTECH CELLULARS AND ELECTRONICS, INC.
The principal place of business of this corporation shall be
8125 N.W. 53 street, Suite # 126
Miami, Fla 33166

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ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:
1,000 SHARES.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

ANTONIO C. SILVA.
8125 N.W. 53 street, Suite 126
Miami, Fla 33166

OLGA VERONICA RATTO
8125 N.W. 53 STREET, Suite 126
Miami, Fla 33166

Prepared by: Antonio C. Silva
8125 N.W. 53rd St. Ste. 126
Miami, Fl 33166
(305) 592-5710

ARTICLE VI INCORPORATOR(S)

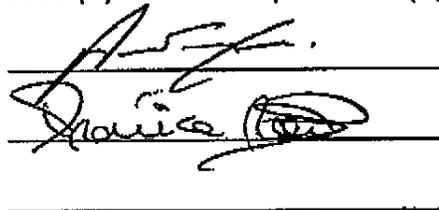
The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

ANTONIO C. SILVA
8125 N.W. 53 STREET. SUITE # 126
MIAMI, FLA 33166.

OLGA VERONICA RATTO.
8125 N.W. 53 STREET. SUITE # 126
MIAMI, FLA 33166.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 26th day of November, 1997.

Signature(s) of Incorporator(s)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

AVANTECH CELLULARS AND ELECTRONICS, INC.

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

Antonio C. Silva
8125 N.W. 53 STREET, SUITE #126
(P.O. BOX NOT ACCEPTABLE)
MIAMI, FLA 33166
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE *[Signature]*
DATE 11-26-97