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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

These are the Articles of Incorporation
of the Florida Corporation Identified Below and
Filed with the Secretary of State of Florida.

CELLULAR ETC. INC. ARTICLES OF INCORPORATION

These Articles of Incorporation were prepared by:
Victor K. Bones, Margulies and Bones, P.A.
16105 NE 18 Avenue, N Miami Beach, Florida 33162
Florida Bar No. 245178 Phone: (305) 945-6522

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ARTICLES OF INCORPORATION

FOR

CELLULAR ETC. INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate for the purposes of forming a Florida corporation for the purposes of transacting business in the corporate form in accordance with the laws of the State of Florida and the Articles hereinafter set forth.

ARTICLE I: NAME OF CORPORATION

The name of the Corporation formed by these Articles of Incorporation will be **CELLULAR ETC. INC.**

ARTICLE II: PURPOSE OF CORPORATION

The purpose of the Corporation created hereunder shall be to engage and transact any and all business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III: DURATION OF CORPORATION

The Corporation created hereunder shall continue as a separate entity, independent of its members, for all purposes, for a period that shall be perpetual or until dissolved by a vote of a majority of the shareholders. On dissolution of the Corporation created hereunder, the Corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by said shareholder.

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ARTICLE IV: CAPITAL STOCK OF CORPORATION

The total number of shares of capital stock which the corporation hereunder shall be authorized to issue shall be FIVE HUNDRED (500) shares. Said shares of stock shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V: INCORPORATOR OF CORPORATION

The name and address of the person signing these Articles of Incorporation is FRANCISCO ROTULO, c/o MARGULIES AND RONES, P.A. 16105 N.E. 18 AVENUE, NORTH MIAMI BEACH, FLORIDA, 33162.

ARTICLE VI: BYLAWS OF CORPORATION

By-Laws may be repealed or amended, and new By-Laws may be adopted, by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any By-Law adopted by Shareholders, if the Shareholders specifically provide that such By-Laws are not subject to amendment or repeal by the Directors.

ARTICLE VII: AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

These Articles of Incorporation were prepared by:
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ARTICLE VIII: POWERS OF CORPORATION

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, including the power to sell, mortgage, or pledge all or substantially all of its property and assets.

ARTICLE IX: REGISTERED AGENT OF CORPORATION

The Registered Agent of this Corporation shall be VICTOR RONES, whose address is 16105 N.E. 18th Avenue, North Miami Beach, Florida, 33162.

ARTICLE X: DIRECTOR(S) OF CORPORATION

The initial board of Director(s) for this Corporation and address(es) is(are): FRANCISCO ROTULO at 16105 NE 18 Avenue, North Miami Beach, Florida 33162.

ARTICLE XI: PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be 16105 N.E. 18 Avenue, North Miami Beach, Florida 33162.

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16105 NE 18 Avenue, North Miami Beach, Florida 33162

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ARTICLE XII: ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and the purposes and objects hereinabove stated, the corporation shall have all of the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, including any union, interest, or corporation, joint venture, or otherwise, with any persons, firm, or other corporation;

(b) At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder who should desire to sell, transfer, or otherwise dispose of any shares in accordance with the By-Laws adopted by the shareholders of the corporation setting forth the terms and conditions of such a purchase; provided, however, that the capital of the corporation may not be impaired;

(c) At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders of the corporation setting forth the terms and conditions of such a purchase; provided, however, that the capital of the corporation may not be impaired;

(d) To enter into for the benefit of its employees, one or more of the following:

- (i) A pension plan;
- (ii) A profit-sharing plan;
- (iii) A stock bonus plan;
- (iv) A restricted stock option plan;
- (v) A medical reimbursement plan;
- (vi) Other retirement or incentive compensation plan.

IN WITNESS WHEREOF, the undersigned as subscribing incorporator, has hereunto set his hand and seal on February 2, 1998 for the purpose of forming this corporation under the laws of the State of Florida, and hereby makes and files these Articles of Incorporation with the Secretary of State, thereby certifying that the facts herein stated are true and accurate to the best of his knowledge, information and belief.


FRANCISCO ROTULO, Incorporator

These Articles of Incorporation were prepared by:
Victor Rones, Margulies and Rones, P.A.
16105 NE 18 Avenue, North Miami Beach, Florida 33162

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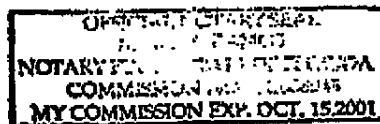
STATE OF FLORIDA
COUNTY OF DADE

SS.:

BEFORE ME, the undersigned authority, this day personally appeared, FRANCISCO ROTULO, who after being by me duly sworn, deposes and says that he is the person described in and who executed the foregoing Articles of Incorporation, and duly acknowledged to me that he executed same freely and voluntarily for the purpose therein expressed.

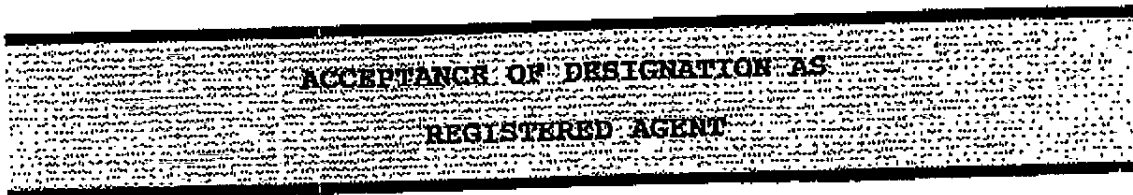
WITNESS my hand and official seal at North Miami Beach, Dade County, Florida, on February 2, 1998.

Maria C. Ramos
Notary Public, State of Florida



My Commission Expires:

Printed Name of Notary: MARIA C. RAMOS



I, the undersigned, named as Registered Agent in the Articles of Incorporation of CELLULAR ETC. INC. do hereby accept the designation as Registered Agent and agree to comply with all duties and with those requirements under Florida Law for serving in the position of Registered Agent of said corporation.

DATED at North Miami Beach, Dade County, Florida, on February 2, 1998.

VICTOR RONES, ESQUIRE

These Articles of Incorporation were prepared by:
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