

P98000014545

2/13/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

10:56 AM

(((H98000003049 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.  
CONTACT: PAM FRIEDMAN  
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: SKYCOM CORPORATION

AUDIT NUMBER.....H98000003049

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

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Menu: <Ctrl R-Shift>

2400 7E1

VT100

Online

FILED  
98 FEB 13 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

m 2/13/98

H98-3049

FILED

98 FEB 13 AM 11:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION

OF

SKYCOM CORPORATION

The undersigned subscribes to these Articles of Incorporation, each a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is:  
SKYCOM CORPORATION

ARTICLE II

NATURE OF BUSINESS:

(a) The general nature of the business of the corporation to be conducted shall be to engage in import and export activities of computer products and cellular goods.

(b) To purchase, improve, develop, lease, exchange, sell, dispose of and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvements, development and construction of land and buildings belonging to or to be acquired by this corporation, or any other person, firm or company.

H98-3049

Prepared by:  
ace! Industries, Inc.  
54 Northwest 11th St.  
Miami, FL 33136  
(305) 358-2571

H98-3049

(c) To purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of or invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

(d) To conduct business in, have one or more offices in, the State of Florida and in all other states and countries, to buy, to hold, mortgage, sell, convey, lease, or otherwise dispose of franchise, patents, copyrights, trademarks and licenses.

(e) To conduct debts and borrow money, issue or sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and execute such mortgages, transfer of corporate indebtedness as required.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, of or any bonds, security or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while the owner of such stock, to exercise all the rights, power, privileges of ownership, including the right to vote on such stock.

H98-3049

H98-3049

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
MARCOS RAMOS	PRESIDENT TREASURER	17390 SW 21 ST. MIRAMAR, FL 33029
LUIS ALFARO	VICE PRESIDENT SECRETARY	17390 SW 21 ST. MIRAMAR, FL 33029

ARTICLE VIII

SUBSCRIBER: The names and post office addresses of the subscribers to these Articles of Incorporation and the number of shares the subscribers agree to take, and the value of the consideration therefore, is:

MARCOS RAMOS	17390 SW 21 ST. MIRAMAR FL 33029	1000 Shares at \$1.00 par
LUIS ALFARO	17390 SW 21 ST. MIRAMAR FL 33029	1000 Shares at \$1.00 par

ARTICLE IX

INITIAL REGISTERED AGENT: The street address of the initial registered office is 17390 SW 21 ST, MIRAMAR, FL 33029.  
and the name of the initial registered agent of this corporation is LUIS ALFARO. The registered office address and the corporate office mailing address are one and the same as above.

ARTICLE X

VOTING RIGHTS: Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holder of the outstanding common shares.

H98-3049

11  
H98-3049

**ARTICLE XI**

**PREEMPTIVE RIGHTS:** Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE XII**

**BY-LAWS:** The power to adopt, alter amend, or repeal by-laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE XIII**

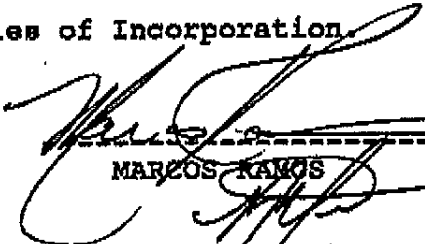
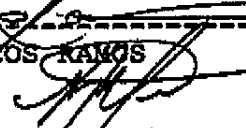
**AMENDMENTS:** These Articles of Incorporation can be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors proposed to them by the stockholders and approved at a stockholder meeting by a majority of the stock entitled to vote.

**ARTICLE XIV**

**STOCKHOLDER AGREEMENTS:** Stockholders of this corporation may enter into such stockholders and trustees agreements as they may see fit wherein and whereby such stockholders may limit their voting rights by virtue of such stockholders and trustees agreements.

H98-3049

IN WITNESS WHEREOF, we have hereunto set our hands and seals and caused to be filed in the office of the Secretary of State, these Articles of Incorporation.

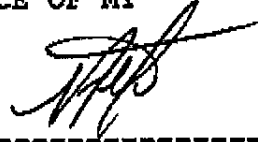
  
----- (SEAL)  
MARCOS RAMOS  
  
-----  
LUIS ALFARO

H98-3049

H98-3049

ACCEPTANCE OF REGISTERED AGENT

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 PROVISION OF ALL STATUTES  
RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY  
DUTIES.

SIGNATURE: -----

REGISTERED AGENT

DATE: 2-4-1998-----

FILED  
98 FEB 13 AM 11:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H98-3049

H98-3049

STATE OF FLORIDA

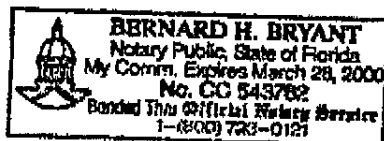
COUNTY OF DADE

BEFORE ME, the undersigned authority,  
personally appeared MARCOS RAMOS, LUIS ALFARO who acknowledged  
before me that they signed the foregoing Articles of Incorporation,  
that they signed for the purposes therein expressed, freely and  
voluntarily.

WITNESS my hand and official seal at Miami, Dade  
County, Florida, on this 11 day of FEBRUARY, 1998.

  
-----  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



FILED  
98 FEB 13 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H98-3049