

ACCOUNT NO. : 072100000032

REFERENCE: 706080 9876A

AUTHORIZATION Patricia Pyjut

COST LIMIT : \$ 122.50

ORDER DATE: February 13, 1998

ORDER TIME : 11:35 AM

ORDER NO. : 706080-005

500002430175--1

CUSTOMER NO:

9876A

CUSTOMER: Manuel Diner, Esq

MANUEL DINER, ESQ

Suite 601

141 N.e. Third Avenue Miami, FL 33132-2238

DOMESTIC FILING

NAME:

PHONES 4U, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

_____PLAIN STAMPED COPY

____ CERTIFICATE OF GOOD STANDING

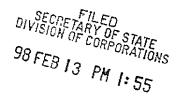
CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

Ja113/98

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ARTICLES OF INCORPORATION OF Phones 4U, Inc.



ARTICLE I. NAME AND ADDRESS OF CORPORATION

The name of this corporation is: Phones 4U, Inc.
The Corporation's principal office and mailing address is: 141 N.E. 3rd Avenue, No. 601,
Miami, Florida 33132.

<u>ARTICLE II.</u> NATURE OF CORPORATION BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 7,500 shares of one class of common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

<u>ARTICLE IV.</u> PREEMPTIVE RIGHTS

All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial Registered Agent and Registered Office of the corporation in the State of Florida shall be:

INITIAL REGISTERED AGENT:

Manuel Diner

INITIAL REGISTERED OFFICE:

141 N.E. 3rd Avenue, Suite 601

Miami, Florida 33132

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

REGISTERED AGENT

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is 2. The name and address of the members of the initial Directors of the Corporation is Carlos Linares Barrero Qta. Teresa, Av. Los Geranios, El Hatillo, Caracas, Venezuela Antonio Chahine Nara 8235 SW 85th Terrace, Miami, Florida 33143 ARTICLE VII **INITIAL INCORPORATOR** The name and addresse of the initial Incorporator executing these Articles of Incorporation is: Manuel Diner, Esq. 141 N.E. 3rd Avenue, Suite 601 Miami, Florida 33132 Manuel Diner, Incorporator STATE OF FLORIDA)) SS: **COUNTY OF DADE** The foregoing instrument was acknowledged before me this 12 day of by Manuel Diner, who is personally known to me for has produced _____ as identification and who did [] did not [] take an oath. Witness my hand and official seal in Miami, Dade County, Florida, this _____ day of Notary Public, State of Florida Print Name: OARIDAD FERREIRA My Commission Expires: c.wpdocs.corp.ai223.wpd

