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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.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ

PHONE: (305) 599-0839

FAX #: (305) 716-0346

NAME: ABSOLUTE CELLULAR & ELECTRONICS, INC.

AUDIT NUMBER.....H98000005205

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

CERT. OF STATUS..1

PAGES.....

CERT. COPIES.....0

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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: **ABSOLUT CELLULARS & ELECTRONICS, INC.**

The principal place of business of this corporation shall be:  
**7601 EAST TREASURE DRIVE #515  
NORTH BAY VILLAGE, FLA 33141.**

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  
**1,000 SHARES U.S. \$1.00 PER VALUE.**

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  
7601 EAST TREASURE DRIVE #515  
MIAMI NORTH BAY VILLAGE, FLA 33141**

Prepared by: Antonio C. Silva  
7601 East Treasure Drive #515  
North Bay Village, FL 33141  
(305) 861-5159

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  
7601 EAST TREASURE DRIVE #515  
NORTH BAY VILLAGE, FLA 33141

IN WITNESS WHEREOF, the undersigned Incorporator(s) has(have) executed these Articles of Incorporation this 17 day of MARCH, 1998.

Signature(s) of Incorporator(s)

A-SILVA  
\_\_\_\_\_  
\_\_\_\_\_

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:

ABSOLUT CELLULARS & ELECTRONICS, INC.

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

ANTONIO C. SILVA. 7601 EAST TREASURE DR. #515  
(P.O. BOX NOT ACCEPTABLE)

NORTH BAY VILLAGE, FLA 33141  
(CITY/STATE/ZIP)

SIGNATURE

TITLE

DATE

ASE

PRESIDENT.

03-17-98

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 MAR 17 AM 8:11

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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

DATE

ASE

03-17-98