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## FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ

FAX #: (305)716-0346

PHONE: (305)599-0839

NAME: ABSOLUTE CELLULAR & ELECTRONICS, INC.

AUDIT NUMBER..... H98000005205

DOC TYPE.....FLORIDA PROFIT CORPORATION OR REA

CERT. OF STATUS..1

PAGES....

CERT. COPIES..... DEL. METHOD..

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SECRETARY OF STATE
FALLAHASSEE, FLORIDA

TM-3/18/98

H98000005205

### ARTICLES OF INCORPORATION OF

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SECRETARY OF SE

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, repety 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 0.544.07 FER 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)

H98000005205

#### CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

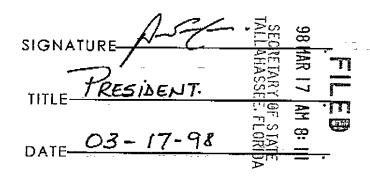
Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

ABSOLUT CELLULARS & ELECTRONICS, JNC.

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

ANTONIO C. SILVA. 7601 EAST TREASURE DR. \$515 ORTH BAY VILLAGE, FLA 33141



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.