

4/16/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MOBICOM CELLULAR, INC.

AUDIT NUMBER.....H98000007274

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

CERT. OF STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
MOBICOM CELLULAR, INC.

The name of the corporation is: MOBICOM CELLULAR, INC.

ARTICLE I - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE II - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue is ONE HUNDRED (100) shares, \$1.00 par value each share.

ARTICLE III - DURATION

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE IV - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

NAME	ADDRESS
Julio Rey	5333 Collins Avenue Suite 802 Miami Beach, Florida 33140
Mercedes Dessau	Same as above

ARTICLE V - OFFICE

The principal office of the corporation shall be located at:
5333 Collins Avenue, Suite 802, Miami Beach, Florida 33140

Prepared by: Jorge A. Fernandez, Esq.
800 Douglas Road, Suite 160
Coral Gables, Florida 33134
Phone: 305-446-1331
Fax Number: 0949205

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors of the Corporation may either increase or diminish from time to time by the By-Laws, but shall never be less than one (1) director. The name and address of each member of the initial Board of Directors who shall hold office for the first year of existence of the corporation or until his or her successor(s) is (are) elected or appointed and qualified, is:

NAME

ADDRESS

Julio Rey

5333 Collins Avenue
Suite 802
Miami Beach, Florida 33140

Mercedes Dessau

Same as above

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 800 Douglas Road, Suite 160, Coral Gables, Florida 33134 and the name of the initial registered agent of the corporation at that address is: Jorge A. Fernandez, Esquire.

ARTICLE VIII - BY LAWS

The By Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

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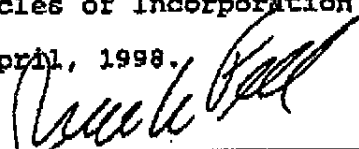
ARTICLE X - PREEMPTIVE RIGHTS

Every Stockholder, 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 XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed on this 16th day of April, 1998.


JORGE A. FERNANDEZ

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 16th day of April, 1998, by Jorge A. Fernandez, who is/are personally known to me or who has/have produced his Florida Driver's License, as identification and who did take an oath.

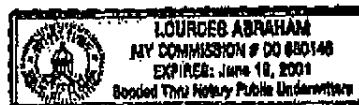
NOTARY PUBLIC:

Sign
print


State of Florida at Large (Seal)

My Commission Expires:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

IN COMPLIANCE with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That MOBICOM CELLULAR, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the County of Dade, State of Florida, has named Jorge A. Fernandez, Esquire located at 800 Douglas Road Suite 160, Coral Gables, Florida 33134 to accept service of process within the State of Florida.



JORGE A. FERNANDEZ
Incorporator

January 9, 1998

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.



JORGE A. FERNANDEZ

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