



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 792395 129765A

AUTHORIZATION :

Patricia Pizitz

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 23 PM 1:55

ORDER DATE : April 23, 1998

ORDER TIME : 10:28 AM

ORDER NO. : 792395-005

CUSTOMER NO: 129765A

CUSTOMER: Ronald J. Isriel, Esq
ERIC M. GLAZER, ESQ

400002497824--5

4th Floor
20801 Biscayne Boulevard
Aventura, FL 33180

DOMESTIC FILING

NAME: COMPU-CELL ELECTRONICS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

RECEIVED
98 APR 23 AM 11:40
DIVISION OF CORPORATION

cf 4/23/98

EFFECTIVE DATE

4/21/98

**ARTICLES OF INCORPORATION
OF
COMPU-CELL ELECTRONICS, INC.**

FILED
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The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be **COMPU-CELL ELECTRONICS, INC.**

ARTICLE II. PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be 4815 N.W. 79th Avenue, Miami, Florida 33166. Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors or Stockholders.

ARTICLE III. PURPOSE

The general nature of the business to be transacted by the corporation shall include any or all lawful business with all powers conferred upon Corporations by the Laws of the State of Florida. The corporation may adopt, change, amend and repeal By-laws, not inconsistent with law or its Certificate of Incorporation, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest or membership, and the calling and holding of meetings of its Stockholders. The corporations may also increase or diminish, by vote of its Stockholders, Shareholders, or members, cast as the By-laws may direct, the number of Directors, managers or trustees, provided, that the number shall never be less than one (1). Further, the corporation may make and enter into all contracts necessary and proper for the conduct of its business.

ARTICLE IV. SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one-hundred (100) shares of One (\$1.00) Dollar par value. Initially, same shall be distributed 100% to Ramon Rubiera.

ARTICLE V. EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI. BEGINNING DATE

The date when the corporation existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereon, and are subsequently approved by the Secretary of State and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved.

ARTICLE VII. INITIAL REGISTERED AGENT AND STREET ADDRESS

The Initial Registered Agent and street address are as follows:

NAME

STREET ADDRESS

Ramon Rubiera

4815 N.W. 79th Avenue
Miami, Florida 33166

ARTICLE VIII. INCORPORATOR AND STREET ADDRESSES

The name and street address of each of the incorporators to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Ramon Rubiera	4815 N.W. 79th Avenue Miami, Florida 33166

ARTICLE IX. INITIAL BOARD OF DIRECTORS
AND STREET ADDRESSES

The name and street address of the first Board of Directors who shall hold office for the first year of the corporation's existence, or, until their successors are elected or appointed and have qualified, is as follows: There shall at no time be less then (1) director.

<u>NAME</u>	<u>OFFICE</u>	<u>STREET ADDRESS</u>
Ramon Rubiera	President/Director	4815 N.W. 79th Avenue Miami, Florida 33166

THE UNDERSIGNED INCORPORATOR has executed these Articles of Incorporation this 21 day of April, 1998.

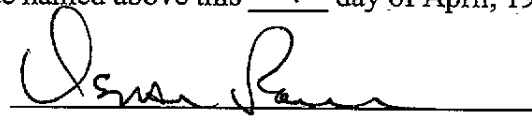


Signature of Incorporator - **Ramon Rubiera**

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, appeared **Ramon Rubiera**, who produced R 160 - 720-57-007-0 as identification, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the County and State named above this 21 day of April, 1998.



Signature of Notary

**CERTIFICATE OF DESIGNATING OF
REGISTERED AGENT/ REGISTERED OFFICE OF
COMPU-CELL ELECTRONICS, INC.**

FILED
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DIVISION OF CORPORATIONS
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Pursuant to the provisions of Section 607.0501 or 617.050, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statements in designating the registered office/registered agent, in the State of Florida:

1. The name of the Corporation is **COMPU-CELL ELECTRONICS, INC.**

2. That **COMPU-CELL ELECTRONICS, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at Miami, County of Dade, State of Florida, has named **Ramon Rubiera, 4815 N.W. 79th Avenue, Miami, Florida 33166**, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 21 day of April, 1998.

By: *Ramon Rubiera*
RAMON RUBIERA

OSCAR RAMOS
Notary Public, State of Florida
My Comm. expires Nov 26, 1999
No. CC511653