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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.  
CONTACT: LIDIA FERNANDEZ  
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NAME: CELLCOM CORP.

AUDIT NUMBER.....H98000010315

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

CERT. OF STATUS..1

PAGES..... 3

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 8, 1998

FAS-T CORP AGENTS

SUBJECT: SMC WHOLESALE CORP  
REF: W98000012759

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

PLEASE DECIDE IF THIS IS TO BE FILED WITH OR WITHOUT THE PERIOD AFTER CORP AND MAKE THE NECESSARY CHANGES. PLEASE REFER TO ARTICLE I. \*\*\*DID SOMEONE FORGET TO SIGNATURE ON THE LAST PAGE UNDERNEATH THE DESIGNATION?\*\*,

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburg  
Document Specialist

FAX Aud. #: H98000010315  
Letter Number: 698A00031405

ARTICLES OF INCORPORATION  
OF

SMC WHOLESALE CORP.

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: SMC WHOLESALE CORP.

The principal place of business of this corporation shall be:

8501 NW 72 Street, Miami, Fl. 33166

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

1000 shares at \$5.00 par 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):

RAJU SHEWA 2011 Via El Tajo, Yorba, Ca. 92887

PREPARED BY: MICHAEL I. SANTUCCI, ESQ.

5201 NW 74 Ave.  
Miami, Fl. 33166  
(800) 714-6191  
FL. BAR # 0105260

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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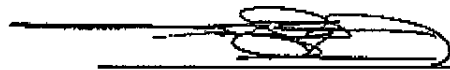
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is{are):

MIKAIL ROJAS 8501 NW 72 Street, Miami, Fl. 33166

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 1<sup>ST</sup> day of June, 1998.

Signature(s) of Incorporator(s)

  
MIKAIL ROJAS

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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:

SMC WHOLESALE CORP.

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

MIKAIL ROJAS 8501 NW 72 Street

(P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33166

(CITY/STATE/ZIP)

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 JUNE 1st, 1998

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