

P98000056151

6/23/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

3:20 PM

((H98000011685 8))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: SMARTCELL, INC.

AUDIT NUMBER.....H98000011685

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

FILED  
98 JUN 23 AM 7:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mc 6/24/98

FILED  
98 JUN 23 AM 7:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**SMARTCELL, INC.**

**ARTICLE I - CORPORATE NAME**

The name of this Corporation shall be: Smartcell, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

4130 Sapphire Terrace  
Weston, FL 33331

**ARTICLE III- NATURE OF CORPORATE BUSINESS**

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock having ONE DOLLAR ( \$1.00) PAR VALUE

**ARTICLE V - INITIAL REGISTERED AGENT**

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Henry S. Barnabei  
4130 Sapphire Terrace  
Weston, FL 33331

**ARTICLE VI - BOARD OF DIRECTORS**

The number of Directors may be altered from time to time by by-laws adopted by the stockholder's. However, the Corporation shall have no less than (1) director at any time.

Prepared by: Domingo Alonso CPA  
250 Valencia Avenue  
Coral Gables, FL 33134

**ARTICLES OF INCORPORATION  
PAGE TWO**

**ARTICLE VII - INITIAL DIRECTORS**

The name and post office address of each member of the initial Board of Directors is:

President  
Henry S. Barnabei  
4130 Sapphire Terrace  
Weston, FL 33331

**ARTICLE VIII - PREEMPTIVE RIGHTS**

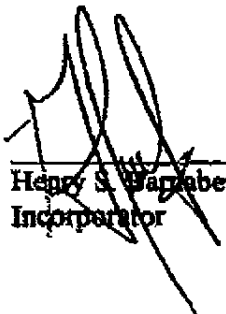
Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, service, in payment of corporate debts or otherwise, shall have the right to purchase his or her proportionate share thereof.

**ARTICLE IX - INCORPORATOR(S)**

The name and post office address of each incorporator executing these Articles of Incorporation is as follows:

Henry S. Barnabei  
4130 Sapphire Terrace  
Weston, FL 33331

THE UNDERSIGNED INCORPORATOR (S), for the purpose of forming a Corporation to do business in the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

  
\_\_\_\_\_  
Henry S. Barnabei  
Incorporator

H98000011685

PAGE THREE  
ARTICLES OF INCORPORATION

The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of laws applicable to said designation.

  
-----  
Henry S. Barnaber  
Registered Agent

STATE OF FLORIDA)  
COUNTY OF DADE)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the state and county named above to take acknowledgements personally appeared,

*Mr. Henry S. Barnaber*  
to me known to be the person (s) described as the incorporator(s) in the foregoing Articles of Incorporation, and he (she) acknowledged to me that *he* executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, County and State above written this *23<sup>rd</sup>*  
day of *June*, 19 *98*

  
-----  
NOTARY PUBLIC, State of Florida

My commission expires:



OFFICIAL SEAL  
FRED P. ALONSO  
CC# 724630  
My Comm. Expires March 22, 2002

FILED  
JUN 23 AM 7:43  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

H98000011685