

P98000057270

June 23, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000002572050--8
-06/25/98-01029-005
****122.50 ****122.50

Subject: G.E. Cellular Corporation

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$122.50 for filing fees and a certified copy.

From: G.E. Cellular Corporation
2550 NW 72nd Avenue, Ste 308
Miami, FL 33122
Tel: (305) 477-0929

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 25 AM 11:00

6-26
1998

ARTICLES OF INCORPORATION

ARTICLE I – NAME

The name and principal address of this corporation is:

**G.E. Cellular Corporation
2550 N.W. 72nd Avenue
Suite 308
Miami FL 33122**

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ARTICLE II – DURATION

This corporation shall have perpetual existence, commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III – PURPOSE

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

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue 100 shares at \$ 1.00 par value common stock.

ARTICLE V – RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this corporation, the holders of record of the common shares all receive a rateable distribution of the assets of the corporation.

ARTICLE VI – PREEMPTIVE RIGHTS

Each shareholder, upon the sales for cash of any new stock of this corporation shall have the right to purchase his pro rata share (as nearly as it may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE VII – REGISTERED OFFICE AND AGENTS

The street address of the initial registered office of this corporation and the name of the initial registered agents for this corporation at that address are.

**Geraldo Rocha Pinto Jr,
2550 NW 72nd Avenue Suite 308 Miami FL 33122**

ARTICLE VIII – INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws. The name and addresses of the initial directors of this corporation are.

Geraldo Rocha Pinto Jr,
333 University Dr Suite 202 Coral Gables FL 33134
Sandra Solano,
2550 NW 72nd Avenue Suite 308 Miami FL 33122

ARTICLE IX – INCORPORATIONS

The names and addresses of the persons signing these Article are:

Geraldo Rocha Pinto Jr,
333 University Dr Suite 202 Coral Gables FL 33134
Sandra Solano,
2550 NW 72nd Avenue Suite 308 Miami FL 33122

ARTICLE X – BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI – RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issue initially to the following persons in the amount set opposite their names:

Geraldo Rocha Pinto Jr.....50 shares
Sandra Solano.....50 shares

Shares held by the initial shareholders listed above, may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which , such shares may be offered and sold, shall be further specified by written agreement among all the shareholders and this corporation.

ARTICLE XII – CUMULATIVE VOTING

At each election for directors, each shareholders entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same among number of such candidates.

ARTICLE XIII – CALLING OF SPECIAL MEETINGS

Special meeting of the shareholders may be called by the Board of Directors.

ARTICLE XIV – SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represent in person or by proxy shall constitute a quorum at the meeting of shareholders.

If the quorum is present the affirmative vote of fifty of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.


ARTICLE XV – AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in this Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 23rd day of June of 1998.

I am hereby familiar with and accepts the duties and responsibilities as registered agent for said corporation.


Incorporator / Registered Agent


Incorporator

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