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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

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NAME: MEDIACELL CORP.

AUDIT NUMBER.....H98000015659

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....0

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m 8/24/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 24, 1998

EMPIRE

SUBJECT: MEDIACELL CORP.
REF: W98000019246

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Freida Chesser
Corporate Specialist

FAX Aud. #: H98000015659
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ARTICLES OF INCORPORATION 98 AUG 24 AM 9:13
OF
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MEDIACELL 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: MEDIACELL CORP.

The principal place of business of this corporation shall be:
127 S.E 1st St., Miami FL 33131

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any of all lawful activities of 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 par value that this corporation is 500 @ \$1.00 authorized to have outstanding at any one time is: FIVE HUNDRED @ \$1.00 (ONE DOLLAR)

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

JOSE NAE
3899 NW 7TH ST. SUITE 203
MIAMI, FL 33126
(305) 541-3980
305 541 3770 P. 03/05

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ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and directors(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):

RAFAEL CAZCO, PRESIDENT
127 S.E 1st St., Miami FL 33131
JOSE G. OBISPO, VICE-PRESIDENT
127 S.E 1st St., Miami FL 33131
AGUSTIN RODRIGUEZ, TREASURER
127 S.E 1st St., Miami FL 33131

ARTICLE VI INCORPORATOR(S)

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

RAFAEL CAZCO
127 S.E 1st St., Miami FL 33131
JOSE G. OBISPO
127 S.E 1st St., Miami FL 33131
AGUSTIN RODRIGUEZ
127 S.E 1st St., Miami FL 33131

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 21 day of August, 19 98

Signature(s) of Incorporator(s)

X Rafael Cazco President
X Jose Obispo Vice President

X Agustin Rodriguez Treasurer

Agustin Rodriguez

JOSE NAB
3899 NW 7TH ST. SUITE 203
MIAMI, FL 33126
(305) 541-3980

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CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 is: MEDIACELL CORP.

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

RAFAEL CAZCO

127 S.E 1st Street

(P.O. BOX NOT ACCEPTABLE)

Miami FL 33131

(CITY/STATE/ZIP)

SIGNATURE

Rafael Cazco
(Corporate Officer)

TITLE

President

DATE

August 21, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

Rafael Cazco
(Registered Agent)

JOSE NAE
3899 NW 7TH ST. SUITE 203
MIAMI, FL 33126
(305) 541-3980

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305 541 3770 P.05/05

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