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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: PCS OF AMERICA CORP.

AUDIT NUMBER.....H98000023011

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m 12/10/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 10, 1998

EMPIRE

SUBJECT: PCS OF AMERICA CORP.
REF: W98000027711

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.

You must list the corporation's principal office and/or a mailing address in the document.

THE PREPARER INFORMATION WAS CUT OFF AND THE REGISTERED AGENTS PAGE IS NOT LEGIBLE.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PCS OF AMERICA CORP.

THE UNDERSIGNED subscriber of these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: PCS of America Corp.

ARTICLE II

TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

Emilio J. Varela, CPA
P.O. Box 661059
Miami Springs, FL 33266-1059
Tel.: 305-592-7470

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The consideration to be paid for each share shall be fixed by the Board of Directors and any all shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid in stock, and not liable to any further call or assessment therein, and the holders of such shares shall not be liable for any further payments thereon.

The capital stock may be paid for in property, labor, or services at just valuation to be fixed by the incorporator to the directors.

The stock shall be issued from time to time as may be determined by the Board of Directors.

All of the issued stock of all classes shall be subject to the following restriction or transfer:

A) Each shareholder shall offer to the remaining shareholders or to this Corporation a thirty (30) days "first refusal" option to purchase his stock, should he elect to sell his shares of capital stock of this Corporation.

B) The shareholders of the Corporation shall have preemptive right to acquire unissued or treasury shares of capital stock of this Corporation, in proportion to their interest in the outstanding Capital of the Corporation.

Upon dissolution or liquidation of the Corporation, the holders of stock shall be entitled to distribution as their holdings may appear upon the stock record of the Corporation.

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ARTICLE III
PURPOSES AND POWERS

This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida General Corporation Act, as in effect from time to time.

This Corporation shall have all the powers set forth in the Florida General Corporation Act, as in effect from time to time and including but not limited to the following powers:

- A) To Conduct and operate, in a lawful manner, a business engaged, among other things, in the production, purchasing, representation or otherwise acquire, sale, distribution or otherwise dispose of, import and export, as a wholesaler or retailer, fisheries, all kinds of machine, equipment, appliances, utensils, parts, components, accessories, electronic devices, furniture, housewares, as well as computers, television, radios, stereo equipments, records, cassette tapes, video tapes, communication equipment and the likes.
- B) To construct, erect, repair and remodel buildings and structures of all types for itself and others, and to manufacture, purchase, or otherwise acquire; and to own, mortgage, pledge, sell, assign, transfer or to otherwise dispose of; and to invest in, trade in, deal in and with goods, wares, merchandise, personal property and services of every class, kind and description.
- C) To purchase, lease or otherwise acquire real and personal property and leasehold thereof and interests therein, and to own, hold, manage, develop, improve, equip, maintain, and operate, and to sell, convey, exchange,

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lease or otherwise alienate and dispose of, and to mortgage, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interests herein.

D) To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and nonnegotiable instruments and evidences of indebtedness; and to secure payment thereof and any interest therein by mortgage, pledge, creation of security interest, conveyance or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired.

E) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock or any bonds, security, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state of government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the rights to vote such stock.

F) To act as a broker, agent, or factor for any person, firm or corporation.

G) To enter into make, perform and carry out contract and arrangements of every sort and kind which may be necessary or convenient for the business of the Corporation, or business of a similar nature with any person, firm, corporation, association or syndicate, or any private, public, or municipal body existing under the government of the United States, or any state, territory, colony, of dependency thereof, or foreign government so far as or to the extent that the same may be done or performed pursuant to law.

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H) To enter into or become a partner in any agreement for sharing profits, union of interest, cooperation, joint venture or otherwise with any person, firm, or corporation now carrying on or about to carry on any business which this Corporation has the direct or accidental authority to pursue.

I) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent, contractor, broker, or otherwise, either alone or in company with any entity or individuals; to establish one or more offices, both within the State of Florida and any part of the world, at which meetings of directors may be held and all or any part of the Corporation's business may be conducted; and to exercise all of any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies, or possessions of the United States of America, and in any foreign countries.

J) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purpose of the attainment of any of the objects of the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by the laws of the State of Florida and of the United States of America.

ARTICLE IV

CAPITAL STOCK

The maximum number of the shares that this Corporation is authorized to have outstanding at any one time is 500 shares at \$5.00 per share.

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ARTICLE V

INITIAL CAPITAL

The amount of capital with which this Corporation may begin business shall not be less than Five Hundred Dollars (\$.. 00) :

ARTICLE VI

DIRECTIONS

The Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws of the Corporation.

The names of mailing addresses of the initial Directors who shall hold office until their successors are elected and have qualified are as follows:

Fernando J. Reyes

2015 SW 125 Ct., Miami, FL

ARTICLE VII

SUBSCRIBERS

The names of the subscribers of the shares of common stock and the number of shares of stock each agrees to take are as follows:

Fernando J. Reyes

500 shares

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ARTICLE VIII

OFFICERS

The names, addresses and offices of the Officers who will serve until the first election or appointment under these Articles of Incorporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>OFFICE</u>
Fernando J. Reyes	2015 SW 125 Ct., Miami, FL	President/ Secretary/ Treasurer

ARTICLE IX

REGISTERED AGENT AND REGISTERED OFFICE

The Corporation's Resident agent for service in the State of Florida shall be:

Fernando J. Reyes 12908 SW 133 Ct., Miami, FL

The address of the principal
The address of the principal Office of this Corporation shall be:
12908 SW 133 Ct., Miami, FL 33186

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ARTICLE X

AMENDMENTS

This Corporation reserves the rights to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by the statutes of the State of Florida, and any rights and powers conferred upon the directors and shareholders herein are granted subject to this reservation.

ARTICLE XI

INCORPORATOR

The name and mailing address of the incorporator are as follows:

Fernando J. Reyes 2015 SW 125 Ct., Miami, FL

IN WITNESS WHEREOF, the above-named Director, Incorporator, and Registered Agent has hereunto subscribed his name, this



Director - Incorporator and Registered Agent.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 507.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That PCS of America Corp.
 (Name of Corporation)
 desiring to organize under the laws of the State of Florida
 (Florida)
 with its principle office, as indicated in the articles of
 incorporation at City of Miami
 (City) of Dade, State of Florida
 (State)
 has named Fernando J. Reyes
 (Name of Resident Agent)
 located at 12908 SW 133 Ct.
 (Street address and number of building)
 City of Miami, County of Dade
 (City) (County)
 state of Florida, as its agent to accept service of process within
 this state.

Acknowledgement: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By

Fernando Reyes
 Signature
 Registered Agent

OF PCS of America Corp.

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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