

P990000022575

Joel Garcia
14910 SW 82 Terrace
No. 206
Miami, FL 33193

March 5, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-03/08/99-01109-002
*****78.75 *****78.75

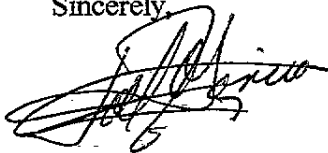
Gentlemen:

Enclosed is check number for the amount of \$78.75 which will cover filing fee, designation of registered agent and fee for certified copy.

This is being submitted in relation to the incorporation of Cellular City International, Inc. for which Articles of Incorporation are attached.

Your attention and early respond to this matter will be greatly appreciated. Please call me at (305) 785-7681 with document number upon approval.

Sincerely,



JG/
Enclosure

FILED
99 MAR -8 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 11 1999

ARTICLES OF INCORPORATION

OF

CELLULAR CITY INTERNATIONAL, INC.

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:

CELLULAR CITY INTERNATIONAL, INC.

The principal place of business of this corporation and its mailing address is:

14910 SW 82 TERRACE
No. 206
Miami, FL 33193

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., County, Territory or Nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one moment is:

500 SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$1.00 PER SHARE.

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):

JOEL GARCIA - 14910 SW 82 Terrace. No. 206 . Miami, FL 33193

FILED
99 MAR -8 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI INCORPORATOR (S)

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

JOEL GARCIA - 14910 SW 82 Terrace . No. 206 . Miami, FL 33193

ARTICLE VII PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VIII SPECIAL PROVISION

It is the intent of the incorporator (s), that the corporation will gratify under section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S Corporation. To the extent that it is beneficial as determined by the Director (s).

IN WITNESS WHEREOF, the undersigned incorporator (s) has have executed these Articles of Incorporation this 5 day of March , 1999 .

Name and signature of Incorporator (s)
JOEL GARCIA

STATE OF FLORIDA
COUNTY OF DADE

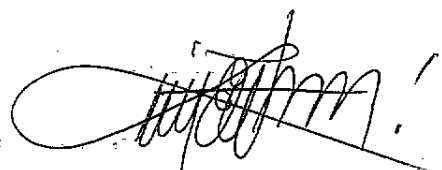


THE FOREGOING instrument was acknowledge and sworn to before me this 5 day of March, 1999, by Joel Garcia.

[NAME OF INCORPORATOR (S)]

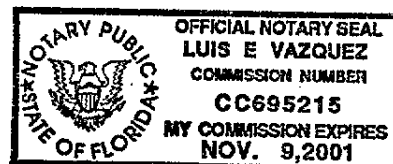
of Cellular City International. Inc.
NAME OF CORPORATION]

Notary Public



(SEAL)

My commission expires:



CERTIFICATE DESIGNATING
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 is:

CELLULAR CITY INTERNATIONAL, INC.

and its principal and registered office address is:

14910 SW 82 Terrace. No.206 . Miami, FL 33193

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

Joel Garcia
14910 SW 82 Terrace – No. 206 – Miami, FL 33193

(PO Box not acceptable)

Signature:



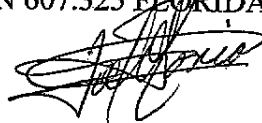
(CORPORATE OFFICER)
Joel Garcia

Title: DIRECTOR

Date: March 5 ,1999

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:



(REGISTERED AGENT)
Joel Garcia

DATE: March 5 ,1999

FILED
99 MAR -8 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA