

OFFICE USE ONLY (Document #)

LEZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

000002873820--1

-05/13/99-01061-010

*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CEAR COMM INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



Walk in



Pick up time

2:00



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION

OF

THE UNDERSIGNED INCORPORATOR(S) FOR THE PURPOSE OF FORMING CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

FILED
99 MAY 13 PM 3:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE.

CEAR COMM.INC.

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE:

13920 SW 49 CIR TER MIAMI, FL 33175

ARTICLE II NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OF ALL LAWFUL ACTIVITIES 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 AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS

1000 SHARES OF ONE DOLLAR \$1.00 PAR VALUE COMMON STOCK.

ARTICLE IV TERM OF EXISTENCE.

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE V OFFICERS DIRECTORS

THE NAME(S) AND STREET ADDRESS OF THE INITIAL OFFICER(S) AND DIRECTORS IF ANY WHO SHALL HOLD OFFICE THE FIRST YEAR OF THE CORPORATION(S) EXISTENCE OR UNTIL THEIR SUCCESSOR(S) IS (ARE) ELECTED. IS (ARE):

JOSE NOVAS

PRESIDENT

ARTICLE VI INCORPORATOR (S)

THE NAME(S) AND STREET ADDRESS(ES) OF THE INCORPORATOR(S) TO THIS ARTICLE OF INCORPORATION IS (ARE)

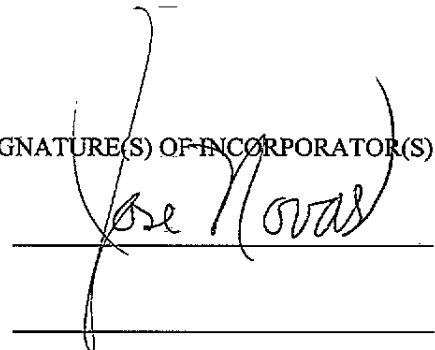
JOSE NOVAS

PRESIDENT

13920 SW 49TH CIR TER MIAMI, FL 33175.

IN WITNESS WHEREOF THE UNDERSIGNED INCORPORATOR(S) HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION THIS 11 DAY OF MAY 1999.

SIGNATURE(S) OF INCORPORATOR(S)



**CERTIFICATE DESIGNATING
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO 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

CEAR COMM INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS

HECTOR VAZQUEZ 1800 W. 49 STREET SUITE 213 MIAMI, FL 33012

(P.O. BOX NOT ACCEPTABLE)

SIGNATURE

CORPORATE OFFICER

MAY 11, 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 SECTIONS 607.325 FLORIDA STATUTES.

SIGNATURE

REGISTERED AGENT

MAY 11, 1999

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99 MAY 13 PM 3:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA