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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known): Cellular Accessories #8 Inc. Pick Up Time Certified Copy Certificate of Status Certificate of Good Standing Photocopy ARTICLES ONLY ALL CHARTER DOCS HAN NEW FILINGS 事業 AMENDMENTS -Profit Amendment NonProfit Resignation of R.A. Officer/Director Limited Liability Change of Registered Agent Certificate of FICTITIOUS NAME Domestication Dissolution/Withdrawai Other Merger FICTITIOUS NAME SEARCH CORP SEARCH OTHER FILINGS REGISTRATION/QUALIFICATION Annual Report Foreign Fictitious Name Limited Parmership Name Reservation Reinstatement Trademark Other Ordered By:

ARTICLES OF INCORPORATION

A & H BEEPER & CELLULAR ACCESSORIES #8, INC.

ARTICLE I - NAME

The name of this corporation is A & H BEEPER & CELLULAR ACCESSORIES #8, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.05 par value common stock which shall be designated "Common Shares".

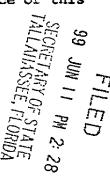
ARTICLE V - PRE-EMPTIVE RIGHTS

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT; PLACE OF BUSINESS

The street address of the initial registered office of this

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corporation is 8835 NORTHWEST 39TH PLACE, CORAL SPRINGS, FLORIDA 33065 and the name of the initial registered agent of this corporation at that address is HELENE QUOMA.

PLACE OF BUSINESS: 8272 NORTHEAST 2ND AVENUE, MIAMI, FLORIDA 33138.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the ByLaws. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDF			
HELENE QUOMA	8835 NOF	THWEST 39	PLACE,	CORAL SPRINGS,
	FLORIDA 3	3065		
MARIA LONDONO	8272 NE 2	AVENUE,	MIAMI, FL.	33138
GEORGE MARIN	8272 NE 2	AVENUE,	MIAMI, FL.	33138

ARTICLES VIII - INCORPORATORS

The name and address of the incorporator of these articles is:

NAME	ADDRESS	
HELENE QUOMA	8835 NORTHWEST 39TH PLACE, CORAL SPRINGS, F	L.
	ARTICLE IX - INDEMNIFICATION	

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this day of JUNE, 1999.

HELENE QUOMA INCORPORATOR

The Registered Agent states:

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND

RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

HELENE QUOMA REGISTERED AGENT

STATE OF FLORIDA COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared HELENE QUOMA known to be and known by me to be the person who executed the foregoing Articles of Incorporation OR has produced as identification, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this day of JUNE, 1998

Notary Public

My Commission Exp Lee Sarkin
Exp Shy Commission CC742482
Expires June 27, 2002

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA