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Kirkpatrick & Lockhart LLP

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FILED
SEP 18 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FL 32399

September 15, 2000

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-09/18/00--01137--002
*****78.75 *****78.75

Re: Brightstar US, Inc.

EFFECTIVE DATE
9-15-00

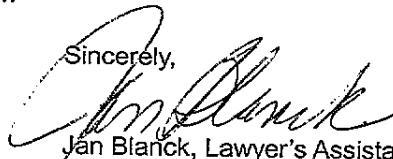
Ladies and Gentlemen:

Enclosed are duplicate copies of Articles of Incorporation prepared to effect the formation of the above-referenced proposed Florida corporation. Your office asked that we state that this corporation is affiliated with Brightstar Corp., a Delaware corporation qualified to transact business in Florida under the name, Brightstar International Corp. Also enclosed is our check in the amount of \$78.75 in payment of the following fees:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	<u>8.75</u>
 Total	 \$ 78.75

A return Federal Express envelope is enclosed for your convenience in responding. Thank you for your cooperation with this matter.

Sincerely,



Jan Blanck, Lawyer's Assistant to
Jeffrey T. Kucera

9-19
100

**ARTICLES OF INCORPORATION
OF
BRIGHTSTAR US, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FL 32310

The undersigned, acting as incorporator of Brightstar US, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is Brightstar US, Inc.

ARTICLE II

ADDRESS

The street and mailing address of this Corporation shall be 201 S. Biscayne Blvd., 20th Floor, Miami, FL 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

The duration of the Corporation shall be perpetual, commencing September 15, 2000.

ARTICLE IV

PURPOSE

The purpose of the Corporation shall be to engage in any and all business permitted according to the laws of the United States and Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock, which this Corporation is authorized to issue, is 10,000 shares of common stock having a par value of \$0.01 per share.

EFFECTIVE DATE
9-15-00

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be 201 S. Biscayne Blvd., 20th Floor, Miami, FL 33131, and the registered agent for the Corporation at that address shall be Jeffrey T. Kucera.

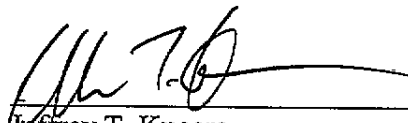
ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Jeffrey T. Kucera	201 S. Biscayne Blvd. 20 th Floor Miami, FL 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of September, 2000.



Jeffrey T. Kucera,
Incorporator

Certificate of Registered Agent

of

BRIGHTSTAR US, INC.

Having been named to accept service of process for Brightstar US, Inc., at the place designated in the foregoing Articles of Incorporation, Jeffrey T. Kucera agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATE: September 15, 2000



Jeffrey T. Kucera

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