

F-01000002622
TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Global Cellular, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

100003789701--3
-02/28/01--01067-012
*****87.50 *****87.50

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Kostantinos Skouras / President
(Name of Person)

Global Cellular, Inc
(Firm/Company)

5910 Shiloh Rd. East Suite 106
(Address)

Alpharetta, GA 30005
(City/State and Zip code)

For further information concerning this matter, please call:

Kostantinos R Skouras at (404) 597-5547
(Name of Person) (Area Code & Daytime Telephone Number)

FILED,
2001 MAY 16 AM 10:44
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 2, 2001

KOSTANTINOS SKOURAS
GLOBAL CELLULAR INC
5910 SHILOH RD E SUITE 106
ALPHARETTA, GA 30005

SUBJECT: GLOBAL CELLULAR, INC.
Ref. Number: W01000004875

We have received your document for GLOBAL CELLULAR, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 701A0001314

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**RESOLUTION OF THE BOARD OF DIRECTORS OF
GLOBAL CELLULAR, INC.**

The Board of Directors of the Corporation, hereby unanimously make the following resolutions, all related to doing business in the State of Florida:

IT IS HEREBY RESOLVED, that the Corporation adopts the following name, under which the Corporation will do business in the State of Florida:

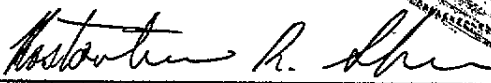
“GLOBAL CELLULAR ACCESSORIES, INC.”

BE IT FURTHER RESOLVED, that the Corporation will do business in the State of Florida only under the name “Global Cellular Accessories, Inc.”, and under no other name.

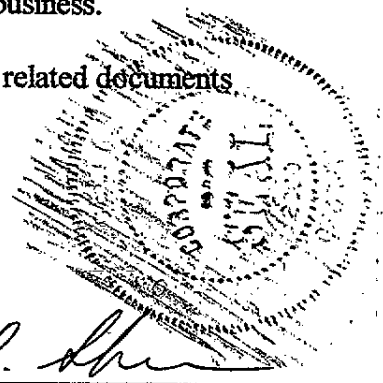
BE IT FURTHER RESOLVED, that any member of the Board of Directors of the Corporation is authorized to execute any additional papers necessary to effectuate the use of said name in the State of Florida, including application for a business license under said name to the county or counties wherein the Corporation plans to do business.

BE IT FURTHER RESOLVED, that this Resolution and any related documents are to be placed in the corporate book of the Corporation.

Dated: 4-25-01



KONSTANTINOS SKOURAS, Chairman
Board of Directors
Global Cellular, Inc.



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TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Global Cellular, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Georgia 3. 582533729
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 24, 2000 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5910 Shiloh Rd. East Suite 106 Alpharetta, GA 30005
(Principal office address)
↑ same " " " " "
(Current mailing address)

8. Retail sales of Cellular Accessories
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Donne Skouras

Office Address: ~~825 N. ...~~ 1800 Mosswood Dr
Palm Bay Melbourne, Florida ~~32907~~ 32909
(City) (Zip code)

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TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Donne A. Skouras
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: Joseph Brown

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Kostantinos Skouras

Address: 45027 Gardner Dr.
Alpharetta GA 30004

Vice President: Joseph Brown

Address: 45027 Gardner Dr.
Alpharetta, GA 30004

Secretary: Jaime Brown

Address: 45027 Gardner Dr. Alpharetta, GA 30004

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Kostantinos Skouras ; Joseph Brown ; Jaime Brown
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kostantinos Skouras ; Joseph Brown ; Jaime Brown
(Typed or printed name and capacity of person signing application)

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 010500565
CONTROL NUMBER : 0014118
DATE INC/AUTH/FILED: 03/17/2000
JURISDICTION : GEORGIA
PRINT DATE : 02/19/2001
FORM NUMBER : 211

TAKI SKOURAS
45027 GARDNER DR
ALPHARETTA, GA 30004

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

GLOBAL CELLULAR, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Cathy Cox

Cathy Cox
Secretary of State