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KLINGBEIL & ROBERTS, P.A.

341 Venice Avenue West
VENICE, FLORIDA 34285

Robert T. Klingbeil, Jr.
Gregory C. Roberts

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January 31, 2002

Secretary of State
Bureau of Corporate Records
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Cell Phones, Inc.

000004853040--6
-02/01/02--01041--017
*****78.75 *****78.75

Dear Sir:

Enclosed please find one original and one copy of Articles of Incorporation regarding the above-referenced corporation. Also enclosed is our check in the total amount of \$78.75 to cover the costs of this filing:

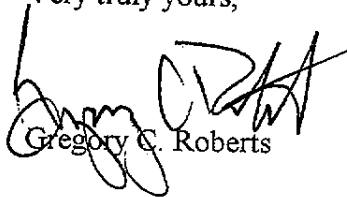
Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy of Articles	<u>8.75</u>
Total:	\$ 78.75

Please return a certified copy of the Articles of Incorporation to our office at the address listed above.

Thank you for your attention to this matter.

200005040932--3
-03/04/02--01076--004
*****78.75 *****78.75

Very truly yours,


Gregory C. Roberts

GCR/kjh
Enclosures

cc: Mr. Richard S. Loehrig w/enc.

W02-3617

FILED
02 MAR -5 AM 10:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

tw\CellPhonesIncltr1

03-05-02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 7, 2002

KLINGBELL & ROBERTS, P.A.
ATTN: GREGORY C. ROBERTS
341 VENICE AVE WEST
VENICE, FL 34285

SUBJECT: CELL PHONES, INC.
Ref. Number: W02000003617

We have received your document for CELL PHONES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 702A00007592

ARTICLES OF INCORPORATION

OF

VENICE WIRELESS, INC.

ARTICLE I.

CORPORATE NAME

The name of this corporation is:

Venice Wireless, Inc.

ARTICLE II.

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be in money, property, or services. The board of directors shall determine the reasonable value of all consideration, other than money, paid for such shares and their determination, made in good faith, shall be final and conclusive as to such value.

FILED
02 MAR -5 AM 10:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE IV.

BEGINNING DATE AND TERM OF EXISTENCE

The beginning date of this corporation shall be the date these Articles of Incorporation are filed with the Secretary of State and it shall exist perpetually.

ARTICLE V.

ADDRESS

The street address of the principal office of this corporation is:

448 E. Venice Avenue
Venice, Florida 34292

The directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI.

DIRECTORS

This corporation shall have one (1) director, initially. The number of directors may be increased from time to time, by Bylaws adopted by the stockholders.

ARTICLE VII.

INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the members of first Board of Directors and first officers are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Richard S. Loehrig	613 West Venice Avenue Venice, Florida 34285	President, Director, Secretary, Treasurer

ARTICLE VIII.

SUBSCRIBERS

The names and addresses of all the subscribers to the stock of this corporation, together with the number of shares of stock they agree to take, are:

<u>Name</u>	<u>Address</u>	<u>No. Shares</u>
Richard S. Loehrig	613 West Venice Avenue Venice, Florida 34285	100

ARTICLE IX.

REGISTERED AGENT

The initial registered agent and the address of his office is:

Gregory C. Roberts
341 Venice Avenue West
Venice, Florida 34285

Said registered agent by virtue of his signature at the end of these Articles of Incorporation acknowledge appointment as such and agrees to accept service of process for this corporation.

ARTICLE X.

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority vote of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

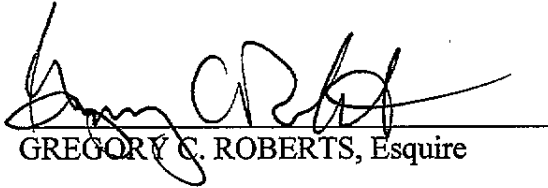
ARTICLE XI.

INCORPORATION

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

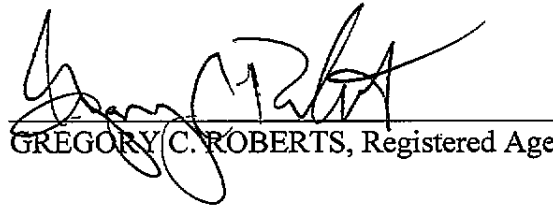
Gregory C. Roberts
341 Venice Avenue West
Venice, Florida 34285

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 27 day of February, 2002.


GREGORY C. ROBERTS, Esquire

I hereby state that I am familiar with and do hereby accept the duties and responsibilities as Registered Agent of Venice Wireless, Inc..

Acceptance by Registered Agent:


GREGORY C. ROBERTS, Registered Agent

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