

# JOHN S. KENNELLY

ATTORNEY AT LAW

6849 Cobia Circle

Boynton Beach, FL 33437

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BY FEDERAL EXPRESS

May 29, 2002

Att: Filing Section  
Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399  
(904) 487-6052

**A02000000813**

600005727396--7

-06/10/02-01008-008

\*\*\*\*253.75 \*\*\*\*166.25

RE: filings for:

THE CELLULAR COMPANY, INC.:

▶ Articles of Incorporation

THE CELLULAR COMPANY, LTD.:

▶ Certificate of Limited Partnership

▶ Affidavit of Capital Contribution

Dear Sirs,

Please find enclosed the following original documents for filing in regard to the above referenced entity:

- a. Articles of Incorporation for THE CELLULAR COMPANY, INC.
- b. Certificate of Limited Partnership for THE CELLULAR COMPANY, LTD.
- c. Affidavit of Capital Contribution THE CELLULAR COMPANY, LTD.

Please also provide a Certificate of Status for the corporation and the limited partnership after the filings.

I am enclosing the corporation's check number 3008 for payment of fees as follows:

filing Articles of Incorporation for THE CELLULAR COMPANY, INC.	\$35.00
Registered Agent Designation for THE CELLULAR COMPANY, INC.	\$35.00
Certified copy of Articles of Incorporation	\$8.75
Certificate of Status for THE CELLULAR COMPANY, INC.	\$8.75
Filing Certificate of Limited Partnership and Affidavit of Capital Contribution for THE CELLULAR COMPANY, LTD.	\$70.00
Registered Agent Designation for THE CELLULAR COMPANY, LTD.	\$35.00

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CP  
6-11-02

Certified copy of Certificate of Limited Partnership and Affidavit of Capital Contribution	\$52.50
Certificate of Status for THE CELLULAR COMPANY, LTD.	\$8.75
Total Enclosed	\$253.75

Please return the certified copies and certificates of status to my office address:

John S. Kennelly, Esq.  
6849 Cobia Circle  
Boynton Beach, FL 33437

by mail. Thank you for your assistance. If you have any questions or comments, please do not hesitate to contact me.

Yours sincerely,

  
John S. Kennelly

APPROVED  
AND  
FILED

02 JUN -7 AM 9:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
THE CELLULAR COMPANY, LTD.**

The undersigned, constituting all of the General Partners of **The Cellular Company, Ltd.**, a Florida limited partnership (the "Partnership") files its Certificate of Limited Partnership as follows:

1. Partnership Name. The name of the Partnership is **The Cellular Company, Ltd.**

2. Partnership Office. The address of the office of the Partnership is 6849 Cobia Circle, Boynton Beach, FL 33437.

3. Registered Agent. The name and address of the agent for service of process on the Partnership is John S. Kennelly, 6849 Cobia Circle, Boynton Beach, FL 33437.

4. General Partner. The name and address of the General Partner is **THE CELLULAR COMPANY, INC.**, a Florida corporation, 6849 Cobia Circle, Boynton Beach, FL 33437. *PO2000063024*

5. Mailing Address. The mailing address of the Partnership is 6849 Cobia Circle, Boynton Beach, FL 33437.

6. Dissolution. The Partnership shall be dissolve upon the earliest to occur of the following:

(i) the determination in writing, at any time, by the General Partner, that the Partnership should be dissolved;

(ii) the Bankruptcy (as such term is hereinafter defined), insolvency, withdrawal, liquidation, dissolution or other legal disability of the General Partner, unless all of the Limited Partners agree to the continuation of the Partnership and elect a new General Partner. All Limited Partners shall be given written notice by the General Partner of the occurrence of any of these events and a vote of the Limited Partners shall be held within fifteen (15) days after the mailing of such notice for the purpose of determining whether the Partnership will be continued or terminated or whether a new partnership should be formed;

(iii) the sale or other disposition of all or substantially all of the assets of the Partnership, unless the General Partner elects to continue the Partnership business for the purpose of receipt and collection of any note and payments thereon or the collection of any other consideration to be received in exchange for the assets of the partnership.

(iv) December 31, 2030.

The execution of this Certificate by the undersigned

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Limited Partnership as of this 20th day of May, 2002.

General Partner:

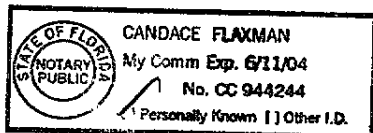
By: John B. Kennelly  
JOHN B. KENNELLY, President

The foregoing instrument was acknowledged before me on May 20, 2002, by JOHN B. KENNELLY, as President of THE CELLULAR COMPANY, INC., a Florida corporation, as General Partner of The Cellular Company, Ltd., a Florida limited partnership, on behalf of the partnership. He is personally known to me or has produced \_\_\_\_\_ as identification.

Print, Type or Stamp Commissioned  
Name of Notary Public - State  
of Florida

My Commission Expires:  
My Commission Number:

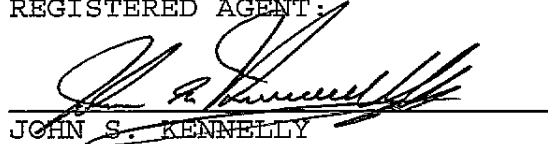
My Notary Seal:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the Partnership in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent, as of this 20th of May, 2002.

REGISTERED AGENT:

  
JOHN S. KENNELLY

APPROVED  
AND  
FILED

02 JUN -7 AM 9:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME the undersigned personally appeared THE CELLULAR COMPANY, INC., a general partner of THE CELLULAR COMPANY, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 10,000.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 10,000.00

This 20th day of May, 2002.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

GENERAL PARTNER:  
THE CELLULAR COMPANY, INC.  
by:

John B. Kennelly  
John B. Kennelly, its President

State of Florida  
County of Palm Beach

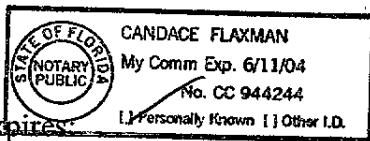
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared THE CELLULAR COMPANY, INC. (General Partner) by and through JOHN B. KENNELLY, its President, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20th day of May, 2002.

Seal

My commission expires \_\_\_\_\_



Candace Flaxman  
Notary Public  
State of Florida at Large