

F9800000237;

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: CELLULAR SERVICES INC.

(Name of corporation - must include suffix)

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-04/27/98--01031--002

*****78.75 *****78.75

Dear Sir or Madam:

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:

CHRISTOPHER DUPUIS

(Name of Person)

CELLULAR SERVICES INC

(Firm/Company)

8946 PENSACOLA BLVD.

(Address)

PENSACOLA, FL. 32534

(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

CHRIS DUPUIS

(Name of Person)

at (850) 484-3977

(Area Code & Daytime Telephone Number)

mtm
4/27

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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. Cellular Services 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. VIRGINIA 3. 54-1692256
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. NOV. 22, 1993 5. _____
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 8946 PENSACOLA BLVD
PENSACOLA, FL. 32534
(Current mailing address)

8. Expanding our business to include Florida.
(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: CHRIS DUPUIS

Office Address: 1111 MALDONADO

PENSACOLA BEACH, Florida, 32561
(Zip code)

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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.


(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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: CHRISTOPHER J. DUPUIS

Address: 8177 RIVERVIEW ROAD * MAILING ADDRESS PO BOX 427
GLOUCESTER, VA 23611 Dutton, VA, 23050

Vice President: ANGELA DUPUIS *

Address: 8177 RIVERVIEW ROAD
GLOUCESTER, VA. 23611

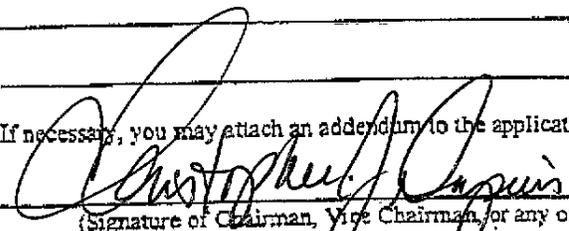
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.  4/20/98
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Christopher J. Dupuis President 4/20/98
(Typed or printed name and capacity of person signing application)

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Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

CELLULAR SERVICES INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is November 22, 1993.

Nothing more is hereby certified.

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Signed and Sealed at Richmond
on this Date: April 03, 1998

William J. Bridge

William J. Bridge, Clerk of the Commission