2010 LIMITED LIABILITY COMPANY ANNUAL REPORT

DOCUMENT# L06000120553

Entity Name: USACELL INVESTMENTS, LLC

FILED Apr 29, 2010 Secretary of State

Current Principal Place of Business: New Principal Place of Business:

 13031 DEVA STREET
 7246 SW 146 ST-CIR

 CORAL GABLES, FL 33156
 PALMETTO BAY, FL 33158

Current Mailing Address: New Mailing Address:

 13031 DEVA STREET
 7246 SW 146 ST-CIR

 CORAL GABLES, FL 33156
 PALMETTO BAY, FL 33158

FEI Number: 20-8073601 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired ()

Name and Address of Current Registered Agent: Name and Address of New Registered Agent:

FAILLACE, GABRIEL
13031 DEVA STREET
CORAL GABLES, FL 33156 US
FAILLACE, GABRIEL
7246 SW 146 ST-CIR
PALMETTO BAY, FL 33158 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: GABRIEL FAILLACE 04/29/2010

Electronic Signature of Registered Agent Date

MANAGING MEMBERS/MANAGERS:

Title: MGR

 Name:
 FAILLACE, GABRIEL

 Address:
 7246 SW 146 ST-CIR

 City-St-Zip:
 PALMETTO BAY, FL 33158

I hereby certify that the information indicated on this report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statues.

SIGNATURE: GABRIEL FAILLACE MGR 04/29/2010