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**Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Ultimate Cellular Corp.

Certificate of Status	0
Certified Copy	1
Page Count	02
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**ARTICLES OF INCORPORATION
OF
ULTIMATE CELLULAR CORP.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

Ultimate Cellular Corp.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 1891 West Oakland Park Blvd., Fort Lauderdale, Florida 33311.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 1891 West Oakland Park Blvd., Fort Lauderdale, Florida 33311 and the initial registered agent of the Corporation at that address shall be Melvin Wolf.

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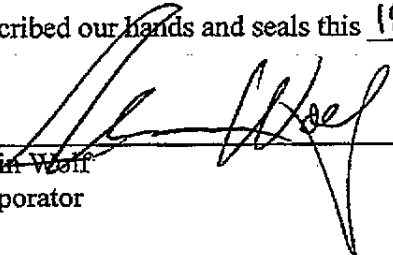
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**ARTICLE V
INCORPORATOR**

The name and street address of the persons signing these Articles of Incorporation is:

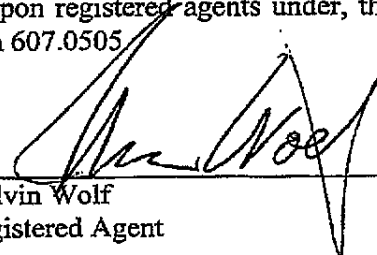
Melvin Wolf
1891 West Oakland Park Blvd.
Fort Lauderdale, Florida 33311

IN WITNESS WHEREOF, we have hereunto subscribed our hands and seals this 18 day
of ~~April~~, 2000.
MAY



Melvin Wolf
Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.



Melvin Wolf
Registered Agent

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