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BLAIR M. JOHNSON, P.A.

FILED

ATTORNEY AT LAW

P. O. BOX 770496

425 S. DILLARD STREET

WINTER GARDEN, FLORIDA 34777-0496

00 JUN 12 PM 1:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FAX (407) 656-0305

(407) 656-5521

June 9, 2000

FEDERAL EXPRESS

Department Of State

Division Of Corporation

409 East Gaines Street

Tallahassee, Florida 32399

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-06/12/00--01116--018
*****70.00 *****70.00

re: Instant Cellular, Inc. Articles Of Incorporation

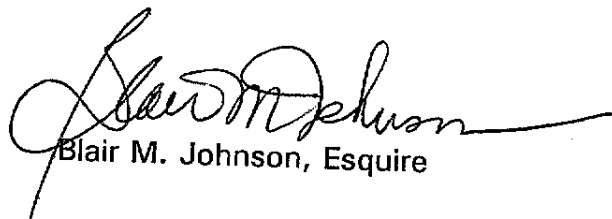
Dear Reader:

Enclosed for filing is the original Articles Of Incorporation Of Instant Cellular, Inc. Also enclosed is my check in the amount of \$70.00 representing payment for the filing fee.

Please file the enclosed Articles Of Incorporation and return a receipt and stamped copy of the Articles Of Incorporation to the undersigned in the enclosed Federal Express package.

Thank you for your courtesies in this matter.

Sincerely,


Blair M. Johnson, Esquire

kad
Enclosures

Ret 6/16/00

ARTICLES OF INCORPORATION

OF

INSTANT CELLULAR, INC.

FILED

00 JUN 12 PM 1:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these **Articles Of Incorporation**, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be:

INSTANT CELLULAR, INC.

The principal place of business of this corporation shall be **3401 Pinebrook Court, Orlando, Florida 32822.**

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **2,000,000** shares of common stock having no minimum par value.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be **425 South Dillard Street, Winter Garden, Florida 34787**, and the name of the initial registered agent of the corporation at that address is **Blair M. Johnson**.

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI DIRECTORS

The corporation shall have three Directors initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII INCORPORATOR

The name and street address of the persons signing these **Articles Of Incorporation** as the incorporator is:

RUSSELL W. DAVIS
3401 Pinebrook Court
Orlando, Florida 32822

ARTICLE VIII PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata shares thereof at the price at which it is offered to others.

ARTICLE IX DIRECTORS

This corporation shall have three Directors, initially. The names and street addresses of the initial members of the Board of Directors are:

RUSSELL W. DAVIS
3401 Pinebrook Court
Orlando, Florida 32822

ANDI G. HAYS
3401 Pinebrook Court
Orlando, Florida 32822

CARL COOKE
3401 Pinebrook Court
Orlando, Florida 32822

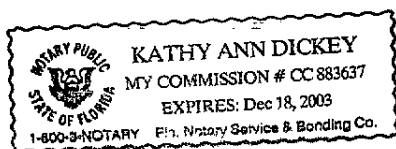
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal
on this 9th day of June, 2000.


RUSSELL W. DAVIS

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 9th day of June, 2000, by **RUSSELL W. DAVIS**, who is personally known to me and to be the person described as Incorporator and executed the foregoing **Articles Of Incorporation**.


Notary Public
My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FILED
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**


JUN 12 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091 Florida Statutes, the following is submitted:

That **INSTANT CELLULAR, INC.** desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles Of Incorporation, at **3401 Pinebrook Court, Orlando, Florida 32822**, has named **BLAIR M. JOHNSON**, located at **425 South Dillard Street, Winter Garden, Florida 34787**, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


BLAIR M. JOHNSON
Registered Agent