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ADMITTED - U.S. SUPREME COURT
ADMITTED - VIRGINIA BAR

July 13, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

Re: Articles of Incorporation
Freedom Cellular Enterprises

5000033210
-07/18/00 041-003
*****78.75 *****78.75

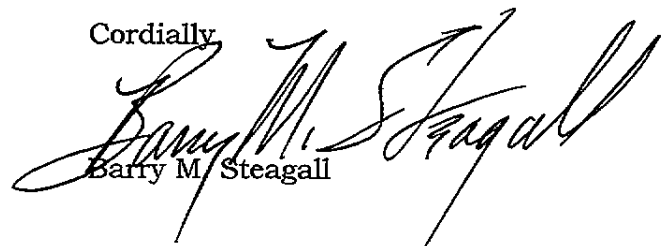
Dear Madam or Sir:

Please find enclosed the original and one copy of the Articles of Incorporation for Freedom Cellular Enterprises, both of which have been fully executed. We request that you file this proposed newly formed corporation. A check in the amount of \$78.75 is enclosed to cover the filing fees.

Please return the executed copy and certify same.

Your attention and cooperation are appreciated.

Cordially


Barry M. Steagall

BMS/ks
Enclosures

F. CHESSEN

JUL 21 2000

ARTICLES OF INCORPORATION
OF
FREEDOM CELLULAR ENTERPRISES INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers, natural persons, competent to contract for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

NAME OF BUSINESS. The name of the proposed corporation shall be:
FREEDOM CELLULAR ENTERPRISES INC.

ARTICLE TWO

NATURE OF BUSINESS. The general nature of the business to be transacted by this corporation is: to engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to be done or executed by corporations organized for profit.

ARTICLE THREE

INITIAL CAPITAL. The amount of capital with which this corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE FOUR

CAPITAL STOCK. The total number of shares of stock which this

corporation shall have authority to issue is Five Hundred (500) shares of common stock, said stock having a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE

TERM OF EXISTENCE. This corporation shall have a perpetual term of existence, commencing upon receipt of these Articles by the Secretary of State.

ARTICLE SIX

ADDRESS OF BUSINESS. The initial address of the principal office of the proposed corporation in the State of Florida shall be:

944 West Brandon Blvd.
Brandon, FL 33511

ARTICLE SEVEN

DIRECTORS. The number of directors of this corporation shall be two (2). The name and address of the directors, who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and who have qualified are:

BRIAN S. REYNOLDS
944 West Brandon Boulevard
Brandon, FL 33511

GUERRYSON TORRES
4411 Hidden Shadow Drive
Tampa, FL 33614

ARTICLE EIGHT

SUBSCRIBERS. The names and addresses of the subscribers of this

corporation are:

BRIAN S. REYNOLDS
944 West Brandon Boulevard
Brandon, FL 33511

GUERRYSON TORRES
4411 Hidden Shadow Drive
Tampa, FL 33614

ARTICLE NINE

REGISTERED AGENT AND REGISTERED OFFICE. FREEDOM CELLULAR ENTERPRISES, names and designates BRIAN S. REYNOLDS as Registered Agent of the corporation and also establishes 3035 66th Avenue North, #115, St. Petersburg, Florida 33702, as its Registered Office within the State of Florida, pursuant to Section 607.164 Florida Statutes.

ARTICLE TEN

RESIDENT AGENT. FREEDOM CELLULAR ENTERPRISES, with its principal place of business being located at 944 West Brandon Boulevard, Brandon, Florida 33511, designates and establishes BRIAN S. REYNOLDS, of at 944 West Brandon Boulevard, Brandon, Florida 33511, as its Resident Agent for the purposes of service of process within the State of Florida.

IN WITNESS WHEREOF, we, the undersigned subscribers to this instrument, Articles of Incorporation of FREEDOM CELLULAR ENTERPRISES do place our hands and seals on this 14th day of July, 2000, at St. Petersburg, Pinellas County, Florida.

IN THE PRESENCE OF:

Guerryson M. Torres
Brian S. Reynolds

Brian S. Reynolds
BRIAN S. REYNOLDS

Guerryson M. Torres
Brian S. Reynolds

Guerryson Torres
GUERRYSON TORRES

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

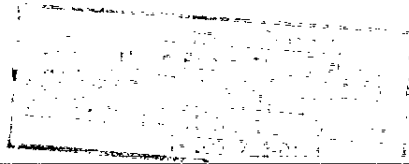
BEFORE ME personally appeared BRIAN S. REYNOLDS and GUERRYSON TORRES, well known to me to be the individuals described as subscribers in the above and foregoing Articles of Incorporation, who, after being first duly sworn, depose and acknowledge that they executed the same for the purposes set forth and that all information is true and correct to the best of their knowledge and belief.

WITNESS my hand and official seal on this 14th day of July, 2000, at St. Petersburg, Pinellas County, Florida.

Personally Known X OR Produced Identification _____
Type of Identification Produced _____

Brian S. Reynolds
NOTARY PUBLIC

STATE OF FLORIDA AT LARGE



Notary Name Printed or Stamped

ACCEPTANCE BY REGISTERED AGENT

I, BRIAN S. REYNOLDS, of 944 West Brandon Boulevard, Brandon, Florida 33511, do hereby accept appointment as Registered Agent of FREEDOM CELLULAR ENTERPRISES^{INC.} together with the duties and responsibilities attaching to such appointment.


BRIAN S. REYNOLDS

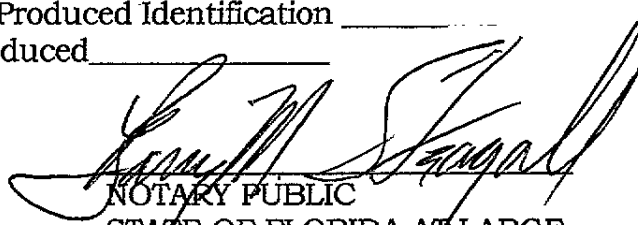
STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

00 JUL 18 PM 2:17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned, personally appeared BRIAN S. REYNOLDS to me well known and known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

WITNESS my hand and seal this 14th day of July, 2000.

Personally Known X OR Produced Identification _____
Type of Identification Produced _____


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE