

P000000083929

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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07/05/05--01035--018 **35.00

T BROWN JUL - 8 2005

Amended & Restated

General Counsel Advisors, P.A.

June 30, 2005

Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

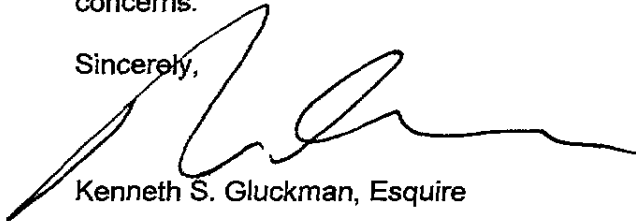
RE: Amended and Restated Articles of Incorporation of ABCO Cellular, Inc., a Florida corporation

To Whom It May Concern:

On behalf of our client, ABCO CELLULAR, Inc., document number P00000083929, please find enclosed the Amended and Restated Articles of Incorporation and a check in the amount of Thirty Five Dollars (\$35.00) for the Filing Fee.

Thank you for your assistance in this matter. Please contact me if you have any questions or concerns.

Sincerely,

A handwritten signature in black ink, appearing to read 'Ken Gluckman', written over a horizontal line.

Kenneth S. Gluckman, Esquire

Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
ABCO CELLULAR, INC.,
a Florida corporation**

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ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is **ABCO CELLULAR, INC.**, a Florida corporation (the "Corporation") and its principal place of business shall be located at 1025 Nova Road, Suite 109, Daytona Beach, Florida 32117.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of this filing of these Amended and Restated Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of common stock at no par value, which shall be designated as "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Corporation Service Company, 1025 Nova Road, Suite 109, Daytona Beach, Florida 32117, and the name of the initial registered agent of this Corporation at that address is Brent A. Morris.

ARTICLE VI - DIRECTORS

Initially, this Corporation shall have one (1) Director who shall serve until his successors shall be elected/appointed at the first meeting of the stockholders and thereafter this Corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the Director is as follows:

Name

Address

Brent A. Morris

1025 Nova Road, Suite 109
Daytona Beach, Florida 32117

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the Corporation, who shall serve until their successors shall be elected or appointed, are:

Name

Address

Brent A. Morris, President,
Treasurer and Secretary

1025 Nova Road, Suite 109
Daytona Beach, Florida 32117

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law. No officer nor director shall be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his/her duties as an officer or director as provided §607.0831, Florida Statutes.

ARTICLE IX - AMENDMENT

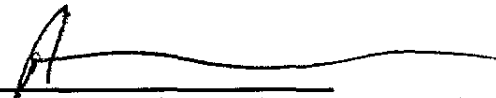
This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of the date of signing.

Dated: June 20th, 2005

ABCO CELLULAR, INC.,
a Florida corporation

By


Brent A. Morris, President, Director and
Shareholder

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
ABCO CELLULAR, INC.**

Document Number: P00000083929

Pursuant to section 607.0704, Florida Statutes, ABCO CELLULAR, INC., a Florida corporation, (the "Corporation") adopts the Amended and Restated Articles of Incorporation attached as a Addendum A to this document.

The amendment and restatement of the Corporation's Articles of Incorporation stated in Attachment A supersedes the Corporation's Articles of Incorporation.

The Amended and Restated Articles were adopted and approved by unanimous written consent of the ~~Shareholders~~ of the Corporation dated June 20, 2005.

The amendment and restatement of the Corporation's Articles of Incorporation stated in Attachment A will become effective upon the filing of these Amended and Restated Articles of Incorporation with the Florida Department of State.

Respectfully submitted, this 20th day of June, 2005.

ABCO CELLULAR, INC.

BY: _____

Brent A. Morris, President, Director,
and Shareholder