

Attention: Robert Kay
P00000097210

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:
Division of Corporations
Fax Number : (850)922-4001

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Freedom Cellular of St. Petersburg, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	04
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Freedom Cellular of St. Petersburg, Inc.

Article II. Address

The Corporation's mailing address is:
Freedom Cellular of St. Petersburg, Inc.
7156 49th Street
North Pinellas Park FL 33781

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Corporate Creations Network Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Bruce J. Reynolds

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Michael L. Cahill, P.A. | FL Bar Member 297290
1301 Seminole Blvd.
Suite 112
Largo FL 33770
727-344-6007

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

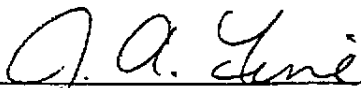
The name and address of the incorporator is:

Michael L. Cahill
Michael L. Cahill, P.A.
1301 Seminole Blvd.
Suite 112
Largo FL 33770

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on October 16, 2000.

The undersigned incorporator executed these Articles of Incorporation on October 16, 2000.



MICHAEL L. CAHILL

by J.A. Fine as attorney-in-fact

Michael L. Cahill, P.A. | FL Bar Member 297290
1301 Seminole Blvd.
Suite 112
Largo FL 33770
727-344-6007

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Freedom Cellular of St. Petersburg, Inc.

REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc.
941 Fourth Street #200
Miami Beach FL 33139

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CORPORATE CREATIONS NETWORK INC.

Julie A. Fine, Vice President

Date: October 16, 2000

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