

P01000002745

TRANSMITTAL LETTER

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

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-01/03/01--01033--002
*****87.50 *****87.50

EFFECTIVE DATE
1-1-01

SUBJECT: CITY CELLULAR OF CENTRAL FLORIDA, INC.

I enclose an original and 2 copy(ies) of the
Articles of Incorporation for the above corporation and a
check in the amount of \$ 87.50.

From: S. M. ADAMS
Name
P.O. Box 390069
Address
SECTONA FL 32739
City State zip
(407) 574-5350
Telephone Number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF
City Cellular of Central Florida, Inc.

ARTICLE I = NAME

The Name of this Corporation "City Cellular of Central Florida, Inc."

EFFECTIVE DATE
1-1-01

ARTICLE II = DURATION

This corporation shall have perpetual existence commencing on the
Date of filing with the Secretary of State of Florida.

ARTICLE III = PURPOSE

This corporation is organized for transacting all lawful business.

ARTICLE IV = CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares
Of one dollar par value common stock.

ARTICLE V = INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the principal office of this corporation
Is 816 Wavecrest Dr , Orlando FL 32807

The initial registered agent is D. M. Adams whose physical address
Is 646 Fort Smith Blvd, Deltona FL 32738

The Corporation registered address is 816 Wavecrest Dr , Orlando FL 32807

ARTICLE VI = INITIAL BOARD OF DIRECTORS

This Corporation shall have no Directors.

ARTICLE VII = INCORPORATORS

The name and address of the person signing these articles of incorporation
Is D M Adams, 646 Fort Smith Blvd. Deltona FL 32738

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TALLAHASSEE, FLORIDA

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ARTICLE VIII = MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the majority of shareholders of this corporation.

Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held. A majority of the outstanding shares of the corporation entitled to vote, represented in person, or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business of the corporation.

ARTICLE IX = POWERS

This corporation shall have all the corporate powers enumerated in the Florida General corporation Act.

ARTICLE X = INDEMNIFICATION

The corporation shall indemnify any officer or any former officer
To the full extent permitted by law.

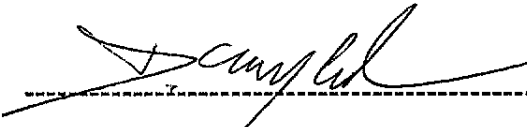
ARTICLE XI = AMENDMENT

The corporation reserves the right to repeal any provisions contained in these articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation

ARTICLE XII = EFFECTIVE DATE

Pursuant to Section 607.0123 of the Florida Statutes, the effective date of this Document shall be January 1, 2001 ..

INWITNESS WHEREOF, the undersigned subscribers have executed these articles of Incorporation on this date: December 27, 2000


D. M. ADAMS
Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.050, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:


CITY CELLULAR OF CENTRAL FLORIDA, INC.

2. The name and address of the registered agent and office is:

D. M. ADAMS

646 FORT SMITH BLVD

DETOUA FL 32738

Signature: 

Title: REG AGENT


Date: 12-27-00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: 

Date: 12-27-00