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FRANK J. BADACH, ESQ.

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May 17, 2001

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

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*****78.75 *****78.75

Re: NATIONAL CELLULAR OWNERS ASSOCIATION CORP.

Dear Sir or Madam:

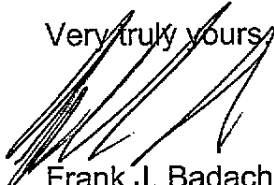
Enclosed please find the following papers to incorporate:

1. Original Articles of Incorporation for National Cellular Owners Association Corp., and Designation of Registered Agent;
2. One (1) copy of the Original Articles of Incorporation for National Cellular Owners Association Corp., and Designation of Registered Agent;
3. Check for \$78.75; and
4. Stamped self-addressed envelope for stamped copy.

Please file the Articles and Designation of Registered Agent, and return one Certified-Stamped copy to the undersigned.

Thank you for your cooperation.

Very truly yours,


Frank J. Badach
Encl.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
NATIONAL CELLULAR OWNERS ASSOCIATION CORP.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is National Cellular Owners Association Corp.

ARTICLE II

This corporation is to commence its corporate existence on the date of subscription and acknowledgement of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

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

ARTICLE IV

This corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value stock. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders.

The shares of stock may be issued for such consideration having a value not less than par value of the share issued therefore as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or other property, tangible or intangible, or in labor or service performed for the corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all stockholders ten (10) days prior to such issuance.

ARTICLE V

The principal address of the corporation shall be 568 Yamato Road, Ste. 200, Boca Raton, Florida 33431.

ARTICLE VI

All corporate powers shall be executed by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

The corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The names and street addresses of the initial directors who shall hold office until their successors shall be chosen at the first meeting of the Stockholders who have qualified shall be:

Lawrence Jordan
C/o Frank J. Badach, Esq.
568 Yamato Road, Ste. 200
Boca Raton, Florida 33431

ARTICLE VII

The corporation may indemnify any present or former officer or director or person exercising power and duties of a director to the full extent now or hereafter permitted by law.

ARTICLE VIII

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any by-law adopted by the Shareholders if the Shareholders provide that the by-law shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the Stockholders or at any special meeting of the Stockholders called for that purpose.

ARTICLE X

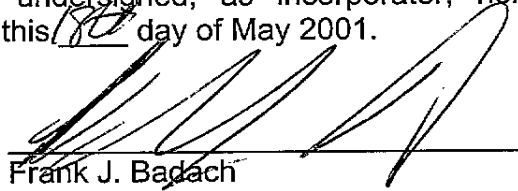
The name and address of the Incorporator of these Articles of Incorporation is:

Lawrence Jordan
C/o Frank J. Badach, Esq.
568 Yamato Road, Ste. 200
Boca Raton, Florida 33431

ARTICLE XI

The street address of the initial registered office of the corporation is 568 Yamato Road, Ste. 200, Boca Raton, Florida 33431, and the name of the initial registered agent of the corporation at that address is Frank J. Badach.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 18th day of May 2001.


Frank J. Badach

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared on this day, Lawrence Jordan, known to me and know by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

Witnessed my hand and official seal this 18th day of May 2001, in Boca Raton, Palm Beach County, Florida.



Notary Public, State of Florida

☒ Personally known or () Produced Identification
Type of Identification: _____



CERTIFICATE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as
registered agent for said corporation.



Frank J. Badach
Registered Agent

Dated: 5/18/01

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**