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Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

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From:

Account Name

: CAPITAL CONNECTION, INC.

Account Number : 120000000257

Phone

: (850)224-8870

Fax Number

: (850) 222-1222

FLORIDA PROFIT CORPORATION OR P.A.

Beepers 'N Phones of South Florida, Inc.

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ARTICLES OF INCORPORATION

OF



Beepers 'N Phones of South Florida, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is Beepers 'N Phones of South Florida, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 12673 59th Way North, Clearwater, FL 33760.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of (\$1.00) per share.

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ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Chris DuShane, 12673 59th Way North, Clearwater, FL 33760.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: SPECIAL PROVISION

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

The undersigned has executed these Articles of Incorporation this 5th day of June 2001.

"Capital Connection, Inc. by Stacey Leggett, Client Representative"



CAPITAL CONNECTION

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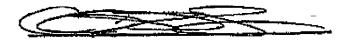
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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes the mentioned 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.

I.	The name of South	f the corpor	ation is:	Beepos	W Phone	3
2.	The name a	nd street e	ddress of		red agent an	
is:	12673 Blearwa	Dushare 59th way to FL 3	North 5760			

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



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA