

PO2000020783
Osceola Paralegal Services, Inc.

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Kissimmee, FL 34741
(407) 870-5878
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Kathleen Foust
Owner

August 23, 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-02/20/02--01092--006
*****78.75 *****78.75

RE: UNIVERSAL CELLULAR, INC.

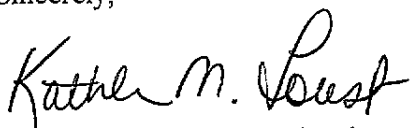
Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation for UNIVERSAL CELLULAR, INC., a for profit corporation. Also enclosed is my check in the amount of \$78.75 for filing fees and a certified copy of the Articles.

Please file this corporation as soon as possible and return the certified copy to this office.

Thank you for your assistance in this matter.

Sincerely,


Kathleen M. Foust, Paralegal

Enclosures as stated.

FILED
02 FEB 20 AM 11:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

D. WHITE FEB 25 2002
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ARTICLES OF INCORPORATION
OF
UNIVERSAL CELLULAR, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I
CORPORATE NAME

The name of the corporation shall be: UNIVERSAL CELLULAR, INC.
The principal place of business of this corporation shall be 2901
Curry Ford Road, Orlando, FL 32806.

ARTICLE II
NATURE OF THE BUSINESS

The general nature of the business to be transacted by this
corporation is to engage in any and all business permitted under
the laws of the State of Florida, the United States or any other
state, country, territory or nation.

ARTICLE III
TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing
on the date of filing of these Articles in the office of the
Secretary of State, for the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this corporation
is authorized to issue and have outstanding at any one time is
7,500 shares with each share having a par value of \$1.00 per share.

ARTICLE V
REGISTERED AGENT IN INITIAL REGISTERED OFFICE

The registered agent and the street address of the initial
registered office of this corporation in the State of Florida
shall be: Kathleen M. Foust, 17 S. Orlando Avenue, Kissimmee, FL
34741.

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

INITIAL DIRECTORS

The names of the initial directors of this corporation and their street addresses are:

JEREMY KWATERSKI	3332 Bridgeford Drive Orlando, FL 32806
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JENNIFER KWATERSKI	3332 Bridgeford Drive Orlando, FL 32806
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The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII

INITIAL OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

JEREMY KWATERSKI	PRESIDENT
3332 Bridgeford Drive	
Orlando, FL 32806	

JENNIFER KWATERSKI	VICE PRESIDENT
3332 Bridgeford Drive	
Orlando, FL 32806	

GREG MAHER
1508 Mary Jane Ave.
Orlando, FL 32809

SECRETARY

ARTICLE IX

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as incorporator is:

JEREMY KWATERSKI
3332 Bridgeford Drive
Orlando, FL 32806

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

PREEMPTIVE RIGHTS

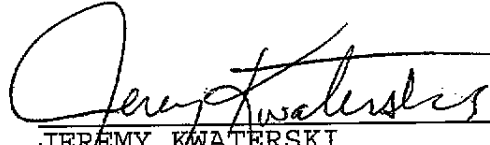
Every shareholder upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE XII

BY-LAWS

The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors and the Shareholders.

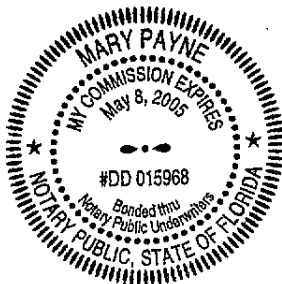
IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation on the 14th day of February, 2002.


JEREMY KWATERSKI

STATE OF FLORIDA :
COUNTY OF OSCEOLA :

BEFORE ME, a notary public, personally appeared JEREMY KWATERSKI, to me known to be the person described as incorporator and executed the foregoing Articles of Incorporation, acknowledged before me that he subscribed to these Articles of Incorporation on the 14 day of February, 2002. The following was provided as identification: Personally Known.

(NOTARY SEAL)




Notary Public's Signature
State of Florida at Large

Mary Payne
Notary Public's Printed Name
My Commission Expires:

ACCEPTANCE OF DESIGNATION

Having been designated as registered agent for the above-named corporation to accept service of process at the address below, I hereby accept said designation and agree to act in this capacity and to comply with the revisions of said act relative to keeping open said office.


Registered Agent

FILED
02 FEB 20 AM 11:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA