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BASIC AMENDMENT
LAND-CELLULAR CORPORATION

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Amend
mm
6/21/04



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 18, 2004

LAND-CELLULAR CORPORATION
12054 MIRAMAR PARKWAY
MIRAMAR, FL 33025

SUBJECT: LAND-CELLULAR CORPORATION
REF: P02000053577

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please clarify whether or not the CAPITAL STOCK should be under Article I or Article VI???

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Darlene Connell
Document Specialist

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
LAND-CELLULAR CORPORATION**

Pursuant to provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation.

First: The date of filing of the articles of incorporation of Land-Cellular Corporation was May 15, 2002.

Second: The following amendment to the articles of incorporation was adopted by the corporation:

Article VI shall be deleted and replaced with the following:

ARTICLE VI: CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value common stock.

Third: This amendment was adopted on March 15, 2004.

Fourth: This amendment was adopted by the unanimous vote of the shareholders. The number of votes cast for the amendment was sufficient for approval.

[Signature]
Director

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I HEREBY CERTIFY that on this day, before me, personally appeared Mitchell Polansky, who is well known to me to be the person described in and who executed these Articles of Amendment of the Articles of Incorporation of Land-Cellular Corporation, a Florida corporation, as Director, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this 12 day of June 2004.



Andrea Darling de Cortes
Commission #DD157178
Expires: Oct 10, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

[Signature]
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STATE OF FLORIDA AT LARGE

My Commission Expires: