

JOHN S. KENNELLY

ATTORNEY AT LAW

6849 Cobia Circle

Boynton Beach, FL 33437

telephone (561) 369-2303 facsimile (561) 369-2320

BY FEDERAL EXPRESS

May 29, 2002

Att: Filing Section
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
(904) 487-6052

400005727394-4
-06/10/02--01008--008
*****253.75 *****87.50

FILED
02 JUN -7 PM 4:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RE: filings for:

- THE CELLULAR COMPANY, INC.:
 - ▶ Articles of Incorporation
- THE CELLULAR COMPANY, LTD.:
 - ▶ Certificate of Limited Partnership
 - ▶ Affidavit of Capital Contribution

Dear Sirs,

Please find enclosed the following original documents for filing in regard to the above referenced entity:

- a. Articles of Incorporation for THE CELLULAR COMPANY, INC.
- b. Certificate of Limited Partnership for THE CELLULAR COMPANY, LTD.
- c. Affidavit of Capital Contribution THE CELLULAR COMPANY, LTD.

Please also provide a Certificate of Status for the corporation and the limited partnership after the filings.

I am enclosing the corporation's check number 3008 for payment of fees as follows:

filing Articles of Incorporation for THE CELLULAR COMPANY, INC.	\$35.00
Registered Agent Designation for THE CELLULAR COMPANY, INC.	\$35.00
Certified copy of Articles of Incorporation	\$8.75
Certificate of Status for THE CELLULAR COMPANY, INC.	\$8.75
Filing Certificate of Limited Partnership and Affidavit of Capital Contribution for THE CELLULAR COMPANY, LTD.	\$70.00
Registered Agent Designation for THE CELLULAR COMPANY, LTD.	\$35.00

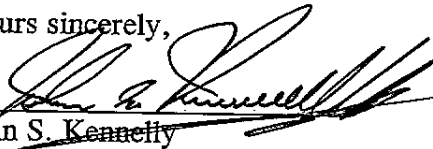
Certified copy of Certificate of Limited Partnership and Affidavit of Capital Contribution	\$52.50
Certificate of Status for THE CELLULAR COMPANY, LTD.	\$8.75
Total Enclosed	\$253.75

Please return the certified copies and certificates of status to my office address:

John S. Kennelly, Esq.
6849 Cobia Circle
Boynton Beach, FL 33437

by mail. Thank you for your assistance. If you have any questions or comments, please do not hesitate to contact me.

Yours sincerely,



John S. Kennelly

ARTICLES OF INCORPORATION
OF
THE CELLULAR COMPANY, INC.

FILED
02 JUN - 7 PM 4:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:
The Cellular Company, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation shall be 6849 Cobia Circle, Boynton Beach, FL 33437, and the mailing address of the corporation shall be the same.

ARTICLE III

NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV

NUMBER OF SHARES OF COMMON STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of

the corporation shall be 6849 Cobia Circle, Boynton Beach, FL 33437, and the name of the initial registered agent of the corporation at that address is JOHN S. KENNELLY.

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

INCORPORATOR

The name and address of the person executing these Articles of Incorporation as Incorporator is JOHN S. KENNELLY, 6849 Cobia Circle, Boynton Beach, FL 33437.

ARTICLE VIII

OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The number of directors may be either increased or decreased from time to time as provided in the By-Laws of the corporation, but shall never be less than one. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

John Barry Kennelly
Director / President
333 Key Palm Road
Boca Raton, Florida 33432


DATED: May 20, 2002


JOHN S. KENNELLY, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as Registered Agent for the Corporation named in the foregoing Articles of Incorporation, and having an office identical with the registered office of the Corporation named in the foregoing Articles of Incorporation, JOHN S. KENNELLY is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

REGISTERED AGENT:


JOHN S. KENNELLY

FILED
02 JUN -7 PM 4:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA