

Jeffrey Hap, P.A.
Attorney At Law

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PO2000084707

JUL 31, 2002

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
(850) 488-9000

RE: ABC CELLULAR SYSTEMS, INC.

Dear Sir or Madam:

Enclosed please find the following:

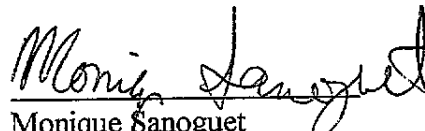
- 1) Original and Copy of Articles of Incorporation
- 2) Check in the amount of \$78.75 for Filing Fees
- 3) Self-addressed, stamped envelope

400006896424--2
-08/05/02--01054--008
*****78.75 *****78.75

Kindly process this transaction and return the necessary documentation back to our office at your earliest opportunity in the self-addressed, stamped envelope which I have enclosed for your convenience.

Thank you for your assistance and attention to this matter.

Sincerely,


Monique Sanoguet
Legal Assistant

STATE DEPT OF STATE
DIVISION OF CORPORATIONS
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Enc.
MS/mss

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ARTICLES OF INCORPORATION

OF

ABC CELLULAR SYSTEMS, 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.

The name of the corporation shall be:

ABC CELLULAR SYSTEMS, INC.

ARTICLE II.

The principal place of business and mailing address of this corporation shall be:

**1943 S.W. 8TH STREET
MIAMI, FL 33135**

ARTICLE III.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shares of One Dollar (\$1.00) par value common stock

ARTICLE IV.

This corporation is organized for the following purposes:

(A) For the purpose of transacting any or all lawful business; except that it is not to conduct a banking, safe deposit trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, fraternal benefit society or state fair exposition.

(B) To do any and everything pertinent to the above.

ARTICLE V.

This corporation shall have perpetual duration unless sooner dissolved by law.

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STATE OF FLORIDA
DIVISION OF CORPORATIONS

ARTICLE VI.

The name and address of the initial resident agent is:

JEFFREY HAP
Attorney At Law
341 West Indiantown Road
Jupiter, Florida 33458

ARTICLE VII.

The name and address of the incorporator to these Articles of Incorporation is:

ANTHONY GIAMBONE
1943 S.W. 8TH STREET
MIAMI, FL 33135

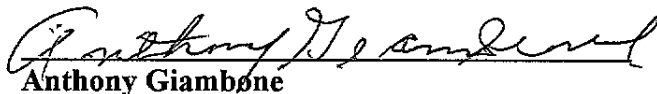
ARTICLE VIII.

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and shareholders.

ARTICLE IX.

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


The undersigned incorporator has executed these Articles of Incorporation this 31 day of July, 2002.

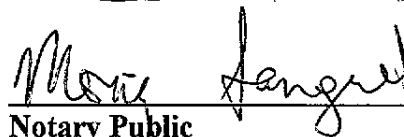


Anthony Giambone
Incorporator
1943 S.W. 8th Street
Miami, FL 33135

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 31 day of August, 2002, Anthony Giambone, who is personally known to me and who did take an oath.

 Monique Sylvia Sanoguet
My Commission CC969099
Expires September 20, 2004


Notary Public
My commission expires:

CERTIFICATE OF DESIGNATION

RESIDENT AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in Designating the Registered agent in the State of Florida.

1. The name of the corporation is:

ABC CELLULAR SYSTEMS, INC.

2. The name and address of the registered agent and office is:

**JEFFREY HAP
Attorney At Law
341 West Indiantown Road
Jupiter, Florida 33458**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as resident agent.

Dated this 3rd day of July, 2002.



Jeffrey Hap, Resident Agent

This instrument prepared by:
Jeffrey Hap
Attorney at Law
341 West Indiantown Road
Jupiter, Florida 33458
(561) 575-1900

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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