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02-10-03
70

**LAW OFFICES OF
RICHARD J. DAFONTE, P.A.**

1000 Belcher Road South
Suite 2
Largo, Florida 33771
(727) 536-8882
Fax (727) 536-7739

January 31st, 2003

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

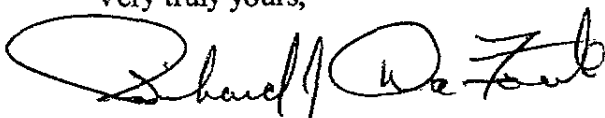
Re: ADVANCE CELLTELL, Inc.

Gentlemen:

Enclosed please find the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$70.00 to cover the filing fees.

Please file the original and return to me a certified copy of the same. Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to read "Richard J. DaFonte", written over a horizontal line.

Richard J. DaFonte

RJD/kmd

Enclosures

ARTICLES OF INCORPORATION

OF

ADVANCE CELLTELL, INC.

ARTICLE I

Name and Location

1.1. The name of the corporation is **ADVANCE CELLTELL, INC.** The mailing address of the corporation is 5517 110TH Avenue North, Apartment H-103, Pinellas Park, Florida 33782.

ARTICLE II

Duration

2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

Purpose

3.1 This corporation is organized for the purpose of operating a telecommunications sale business and transacting any and all lawful business.

ARTICLE IV

Capital Stock

4.1 This corporation is authorized to issue 7500 shares of stock of \$1.00 par value common stock.

ARTICLE V

Preemptive Rights

5.1 Should the capital stock be increased at any time, the stockholders at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

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OF FLORIDA

ARTICLE VI

Initial Registered Office and Agent

6.1 The street address of the initial registered office of this corporation is 1000 Belcher Road South, Suite 2, Largo, Florida 33771 and the name of the initial registered agent of this corporation is RICHARD J. DAFONTE, ESQUIRE.

ARTICLE VII

Initial Board of Directors

7.1 This corporation shall have one (1) director initially.

7.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

7.3 The name and address of the initial director of this corporation is: Sharmeen S. Lakhani, 5517 110TH Avenue North, Apartment H103, Pinellas Park, Florida 33782.

ARTICLE VIII

Incorporators

8.1 The name and address of the person signing these Articles is:

Sharmeen S. Lakhani,
5517 110TH Avenue North, Apartment H103, Pinellas Park, Florida 33782.

ARTICLE IX

Indemnification

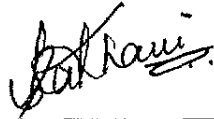
9.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X

Amendment

10.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on 30th day of January, 2003.



Sharmeen S. Lakhani,
Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared Sharmeen S. Lakhani,, who provided her FL Driver Lic. as identification and he acknowledged to me that she executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 30th day of January, 2003.


NOTARY PUBLIC

My Commission Expires:



CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for **ADVANCE CELLTELL, INC.**, at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.


RICHARD J. DAFONTE

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared RICHARD J. DAFONTE, to me well known and he acknowledged that he executed the foregoing Consent of Registered Agent for the purposes therein expressed on behalf of the corporation.

SWORN TO AND SUBSCRIBED before me this 30th day of January, 2003.


NOTARY PUBLIC
My Commission Expires:

