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SECRETARY OF STATE
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98/6

Barbara's Personal Services, Inc. SUITE 2A 152 8th AVENUE SW LARGO, FLORIDA 33770-3613

NOTARY PUBLIC

TELEPHONE 727 559-8505

FACSIMILE

585-9184

July 29, 2003

Department of State Division of Corporations PO Box 6327 Tallahassee, Florida 32314

TRANSMITTAL LETTER

SUBJECT:

CELLULAR OUTLET OF CLEARWATER, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for: Seventy-eight & 75/100 dollars (\$78.75) for Filing Fee and Certificate of Status.

Thank you.

FROM:

Barbara S. Hicks

152 8th Avenue, SW, Suite 2A Largo, Florida 33770-3613

(727) 559-8505

Sincerely,

Barbara S. Hicks

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

CELLULAR OUTLET OF CLEARWATER, INC.

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ARTICLE II PRINCIPAL OFFICE

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

18562 US Highway 19 N Suite A Clearwater, FL 33764

ARTICLE III SHARES

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

One Thousand (1,000) shares.

The shares will be issued in accordance with Code section 1244 of the Internal Revenue Code.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Michael Thornhill 18562 US Highway 19 N., Suite A Clearwater, FL 33764 727/531-8009

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ARTICLE V

INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporations are:

MICHAEL THORNHILL
Director

18562 US Highway 19 N Suite A Clearwater, FL 33764

The undersigned incorporators have executed these Articles of Incorporation this 29 day of July, 2003.

MICHAEL THORNHILI

Director

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is: CELLULAR OUTLET OF CLEARWATER, INC
- 2. The name and address of the registered agent and office is:

MICHAEL THORNHILL 18562 US Highway 19N, Suite A Clearwater, FL 33764 727/531-8009

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 registered agent.

This 29 day of July, 2003