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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

rent a cellular, inc.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

RENT A CELLULAR, INC.

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

ARTICLE I

The name of the corporation shall be:

RENT A CELLULAR, INC.

ARTICLE II

The principal place of business of this corporation shall be:

9700 South Dixie Highway, Suite 1030
Miami, Florida 33156

ARTICLE III

This corporation may engage in or transact any of 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.

Myron M. Samole
Samole & Berger, P.A.
9700 S. Dixie Highway
Suite 1030
Miami, FL 33156
Fla Bar No. 323527

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ARTICLE IV

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

500 SHARES OF COMMON STOCK

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial Board of Directors shall consist of two (2) members. This number may be increased or decreased from time to time in accordance with the Corporations's By-Laws, but shall never be less than one (1).

ARTICLE VII

The name and street address of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until his or her successor is elected is:

**Caroline Raffington - President
9700 South Dixie Highway, Suite 1030
Miami, Florida 33156**

**David Ameir - Vice-President & Corporate Secretary
9700 South Dixie Highway, Suite 1030
Miami, Florida 33156**

ARTICLE VIII

The name and street address of the incorporators to these Articles of Incorporation are:

**Caroline Raffington
9700 South Dixie Highway, Suite 1030
Miami, Florida 33156**

David Ameir - Vice-President & Corporate Secretary
9700 South Dixie Highway, Suite 1030
Miami, Florida 33156

ARTICLE IX

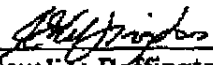
The name and address of the initial registered agent is:

Myron M. Samole
9700 South Dixie Highway, Suite 1030
Miami, Florida 33156

ARTICLE X

It is the intention of the initial Board of Directors to be taxed as a "small business corporation", under the provisions of the Internal Revenue Code and that the proper officers of the corporation be and they are hereby authorized and directed to evidence such election by completing and filing form 2553 of the United States Treasury Department with the Internal Revenue Service.

IN WITNESS WHEREOF, the undersigned incorporators have executed these
Articles of Incorporation this 21st day of October, 2003.



Caroline Raffington, Incorporator



David Ameir, Incorporator

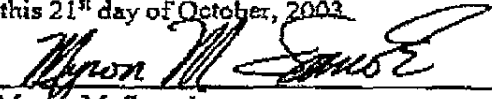
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME personally appeared **Caroline Raffington**, to me well known and known to me to be the person described in and who executed the foregoing **ARTICLES OF INCORPORATION** and acknowledged to and before me that she executed said instrument for purposes therein expressed.

WITNESS my hand and official seal this 21st day of October, 2003.



Myron M. Samole
My Commission DD196537
Expires June 07, 2007


Myron M. Samole
Notary Public, State of Florida

My Commission Expires:


STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME personally appeared **David Ameir**, to me well known and known to me to be the person described in and who executed the foregoing **ARTICLES OF INCORPORATION** and acknowledged to and before me that he executed said instrument for purposes therein expressed.

WITNESS my hand and official seal this 21st day of October, 2003.



Myron M. Samole
My Commission DD196537
Expires June 07, 2007



Myron M. Samole
Notary Public, State of Florida

My Commission Expires:

TOTAL P.06

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ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.


Myron M. Samole, Registered Agent
Date : October 21, 2003

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