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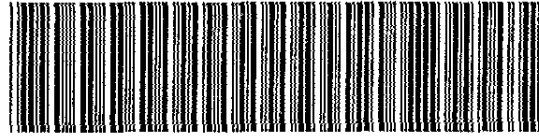
(Business Entity Name)

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2004 FEB 25 PM 3:34
TALLAHASSEE FLORIDA
STATE

3/4/04

TRANSMITTAL LETTER

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2004 FEB 25 PM 3:34

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Whole-Cell Cellulars INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 ☒ \$78.75
Filing Fee Filing Fee
& Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM:

SMK Accounting Services INC.

Name (Printed or typed)

1411 EL CAJON COURT

Address

Winter Springs, FL 32708

City, State & Zip

407-971-2764

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

Articles of Incorporation
of
WHOLE-CELL CELLULAR INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. Corporate Name

The name of the Corporation shall be: WHOLE-CELL CELLULAR INC.

The principal place of business of this corporation shall be 1105 LAUREL OAKS CT.,
OVIEDO, FL. 32765

2. Registered Agent in Initial Registered Office

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be: Steven M. Kleinberger, 1411 El Cajon Court, Winter Springs, Fl. 32708.

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

3. Nature of the Business:

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida, the United States or any other state, country, territory or nation.

4. Capital Stock.

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 7,500 shares with each share having a par value of \$1.00 per share.

5. Incorporator.

The name and mailing address of the incorporator signing these Articles of Incorporation as incorporator is:

STEVEN M. KLEINBERGER
1411 El Cajon Court
Winter Springs, Fl. 32708

6. Existence.

The Corporation shall have perpetual existence, commencing on the date of filing of these articles of in the office of the Secretary of State, for the State of Florida

7. Board of Directors:

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

8. Initial Directors:

The names of the initial directors of this corporation and their street address are:

Anthony Capasso-1105 Laurel Oaks Ct.-Oviedo, FL. 32765

Diana Goyco-1105 Laurel Oaks Ct. - Oviedo, FL. 32765

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever comes first.

(a) The books of the Corporation may be kept outside of the State of Florida at such place or places that may from time to time be designated by the Board of Directors.

(b) A increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.

(c) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.

9. Initial Officers

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation or until their successors are elected/appointed are:

ANTHONY CAPASSO-1105 LAUREL OAKS CT. OVIEDO, FL. 32765 - PRESIDENT
(90%)

DIANA GOYCO-1105 LAUREL OAKS CT., OVIEDO, FL. 32765-VP-(10%)

10. Amendment:

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stockholders entitled to vote, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

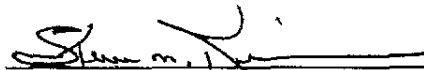
11. Preemptive Rights:

Every shareholder upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds has the right to purchase his pro-rata share thereof at the price at which it is offered to others.

12. By-Laws:

The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation on the 23rd day of February, 2004.



Steven M. Kleinberger

State of FLORIDA)

County of SEMINOLE)

BEFORE ME, A notary public, personally appeared STEVEN M. KLEINBERGER to me known to be the person described as incorporator and executed the foregoing Articles of Incorporation, acknowledged before me that he subscribed to these Articles of Incorporation on the 23rd day of February, 2004. The following was provided as identification: KNOWN AS

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CLERK OF STATE
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.



[Handwritten Signature]

Notary Public's Signature
State of Florida at Large

Stacy S Carroll

Notary Public's Printed Name

My commission expires:

ACCEPTANCE OF DESIGNATION

Having been designated as registered agent for the above name corporation to accept service of process at the address listed, I hereby accept said designation and agree to act in this capacity and to comply with the revisions of said act relative to keeping open said office.

[Handwritten Signature]

Registered Agent