

8

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

33408-0127

(((H95000002127)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: CELLULAR ACCESS COMMUNICATIONS, INC.

FAX AUDIT NUMBER: H95000002127

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/22/1995

TIME REQUESTED: 16:31:35

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 6

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000002127)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM

Connect: 00:09:00

FILED
95 FEB 23 AM 9:16
TALLAHASSEE, FLORIDA

[Handwritten signature]
2/23

H95000002127

CERTIFICATE OF INCORPORATION

-of-

CELLULAR ACCESS COMMUNICATIONS, INC.

WE, the undersigned, for the purposes of forming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of Corporations for Profit.

ARTICLE ONE

The Name of the Corporation shall be CELLULAR ACCESS COMMUNICATIONS, INC.

ARTICLE TWO

The Corporation may engage in any activity or business permitted under the Laws of the State of Florida and the United States.

ARTICLE THREE

The Corporation is authorized to have 1000 shares of Stock at a Par Value of \$1.00 per share, outstanding.

ARTICLE FOUR

The Amount of Capital that which the Corporation shall begin business with shall not be less than ONE THOUSAND DOLLARS.

Prepared by:
MARSHALL IVES, ESQUIRE,
Florida Bar No. 147500
8781 S. W. 131 Street
Miami, Florida 33176
(305) 233-0707

FILED
FEB 23 AM 9:16
TALLAHASSEE, FLORIDA

H95000002127

H95000002127

ARTICLE FIVE

The Corporation shall have perpetual existence.

ARTICLE SIX

The registered office and principal place of business for this corporation shall be 12217 S.W. 129 TH COURT, SUITE 200, MIAMI, FLORIDA 33186.

ARTICLE SEVEN

The number of Directors shall not be less than two.

ARTICLE EIGHT

The Names and Post office addresses of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation and by-laws of the Corporation Laws of the State of Florida, shall hold office for the First Year of the corporation's existence, or until their successors are elected and have qualified, are:

LUIS COELLO, 14355 SW 78 AVE. MIAMI, FLORIDA 33158
(President, and Director.) 500 SHARES.

JOEL ESQUENAZI, 12217 SW 129 TH COURT, SUITE 200, MIAMI, FLORIDA 33186 (Vice-President, Secretary, and Director) 500 SHARES.

ARTICLE NINE

The Names and Addresses of the Subscribers to the Certificates of Incorporation are:

LUIS COELLO, 14355 SW 78 AVE. MIAMI, FLORIDA 33158.

JOEL ESQUENAZI, 12217 SW 129 TH COURT, SUITE 200, MIAMI, FLORIDA 33186.

H95000002127

H95000002127

ARTICLE TEN

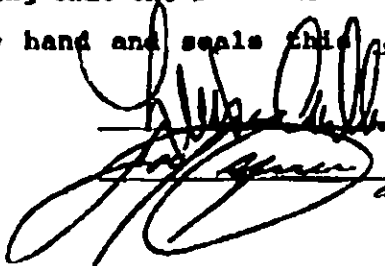
The Registered Agent for said Corporation is:

LUIS CORLLO, 12217 SW 129 TH COURT, SUITE 200, MIAMI, FLORIDA 33186

ARTICLE ELEVEN

The Corporation shall have all the rights and powers as Set Forth in the Florida Statutes, applicable to Corporations for Profit.

WE THE UNDERSIGNED, being the original Subscribers to the Capital Stock hereinabove named for the purpose of Forming a Corporation for Profit to do business, both with and without the State of Florida, do hereby make, subscribe, acknowledge and file this certificate, hereby declaring that the facts herein stated are true, and have hereunto set my hand and seals this 22 day of February, 1995.



(SEAL)

(SEAL)

H95000002127

W95000002127

STATE OF FLORIDA }
COUNTY OF DADE }==

ON THIS DAY, BEFORE ME, personally appeared:

LUIS COELLO and JOEL ESQUENAZI

the Parties to the foregoing Certificate of Incorporation known to me personally to be such or produced the following identification FD#CMS757250, FD#E252430541710; and acknowledged the said Certificate to be free and voluntary act and Deed of them, and that each statement and fact are therein truly Set Forth.

WITNESS my hand and Notarial Seal at Miami, Florida on this 22 day of February, 1995.

My Commission Expires:

Heallman
NOTARY PUBLIC-STATE OF FLORIDA AT LARGE



J. HEALLMAN
My Commission Expires Jan. 28, 1996
Notary Public
250-582-2870

1772000002127

H95000002127

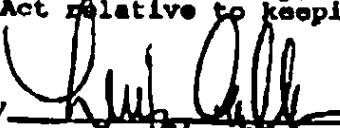
CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That CELLULAR ACCESS COMMUNICATIONS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at Miami, County of Dade, State of Florida has named LUIS CORILLO agent located at 12217 SW 129 TH COURT, SUITE 200, MIAMI, FLORIDA, 33186, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By 
 Signature
 Registered Agent
 LUIS CORILLO

FILED
 95 FEB 23 AM 9:16
 TALLAHASSEE, FLORIDA

H95000002127