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DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
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NAME: CELLULAR COMPUTERS, INC.
FAX AUDIT NUMBER: H95000002179
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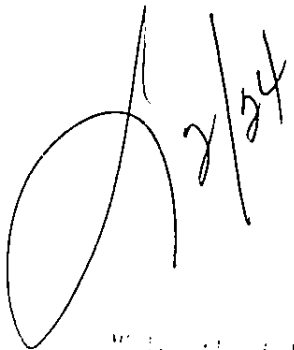
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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02:11

**ARTICLES OF INCORPORATION
OF
CELLULAR COMPUTERS, INC.
(A Stock Corporation)**

FILED
FEB 24 AM 10:4
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation, which is hereafter called the Corporation, is Cellular Computers, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 4800 N.W. Boca Raton Boulevard, The Plaza - Suite 2, Boca Raton, FL 33431.

ARTICLE III NATURE OF BUSINESS

This corporation may engage in or transact any or 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.

The immediate purpose for which the Corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(1) To manufacture telephone and cellular computers and related products and to carry out general licensing, but more specifically to design, license, manufacture, sell and use telephone computer systems, including but not limited to cellular telephones, cellular computers and any or all products and network computer systems, including product and network computer software and firmware to develop and protect new Intellectual Properties; and licensing of existing and future patented telephone and communication access systems related intellectual properties.

This Document Prepared By:

Maria E. Peña, Esq.
Florida Bar No: 994006
4800 N.W. Boca Raton Boulevard
The Plaza - Suite 2
Boca Raton, FL 33431
(305) 337-6162

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(2) To such extent as a corporation organized under the Corporation Law of the State of Florida may now or hereafter lawfully do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges to which a corporation may now or hereafter be organized to do or to exercise under the Corporation Law of the State of Florida, or under any act amendatory thereof, supplemental thereto, or substituted therefore.

ARTICLE IV CAPITAL STOCK

The total amount of the authorized stock of the Corporation is Twenty Million (20,000,000) shares of Common Stock of \$.0001 per value per share.

The Corporation hereby is empowered to authorize the issuance from time to time of share of its stock, with par value of the \$.0001 per share, for such considerations as said Corporation may deem advisable, irrespective of the value or amount of such considerations.

ARTICLE V TERM OF EXISTENCE

The Corporation shall exist perpetually.

The Corporation shall exist as a stock corporation.

ARTICLE VI OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and directors(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected is(are):

DIRECTORS:

PETER JAMES TEAKANIKAS
4800 N.W. Boca Raton Boulevard
The Plaza - Suite 2
Boca Raton, FL 33431

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ROBERT L. THOMAS, JR.
17265 Lake Park Road
Boca Raton, FL 33487

BETTY JAMES SULLIVAN
6417 Manor View Drive
Laytonsville, MD 20882

OFFICERS:

PETER JAMES TSAKANIKAS
4800 N.W. Boca Raton Boulevard
The Plaza - Suite 2
Boca Raton, FL 33431

CEO, President, Treasurer

ROBERT L. THOMAS, JR.
17265 Lake Park Road
Boca Raton, FL 33487

Vice President

MARIA E. PEÑA
9001 Wilco Road Apt. 306
Coral Springs, FL 33067

Vice President, Corporate Secretary

LISA MEYER
1605 Crest Drive
Lake Worth, FL 33461

Assistant Corporate Secretary

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ARTICLE VII:

The registered agent of the Corporation is Peter James Tsakanikas, whose address is 4800 N.W. Boca Raton Boulevard, The Plaza - Suite 2, Boca Raton, FL 33431.

ARTICLE VIII:

The name and street address of the incorporator to these Articles of Incorporation is:

PETER JAMES TSAKANIKAS
4800 N.W. Boca Raton Boulevard
The Plaza - Suite 2
Boca Raton, FL 33431

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 23rd day of February, 1995.

Signature(s) of Incorporator(s)



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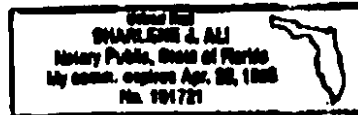
STATE OF FLORIDA

COUNTY OF PALM BEACH

THE FOREGOING instrument was acknowledged and sworn to before me this 23rd day of February, 1995, by Peter James Tsakanikas of Cellular Computers, Inc.

PRODUCED FR 36

Notary Public



Charles J. Ali
My Commission expires: *April 22, 1995*

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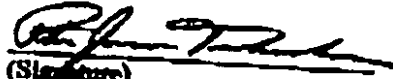
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0601, 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 Computers, Inc.
2. The name and address of the registered agent and office is:

Peter James Tsakanikas
4800 N.W. Boca Raton Boulevard
The Plaza - Suite 2
Boca Raton, FL 33431

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.


(Signature)

Date

2/23/95

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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