

Robert E. Roache
ATTORNEY AT LAW

19500019809

March 7, 1995

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

RE: PREPAID CELLULAR, INC.

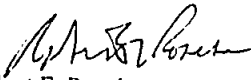
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****131.25 ****131.25

Enclosed please find original and copy of proposed Articles of Incorporation for PREPAID CELLULAR, INC. together with trust account check payable to Florida Department of State in the amount of \$131.25 to cover the following:

Filing Fee	\$35.00
Certified copy of Articles	\$2.50
Registered Agent Designations	35.00
Certificate of Good Standing	8.75

If everything is in order, please certify enclosed copy of charter and return to this office.

Very truly yours,


Robert E. Roache
RER/lar
Enclosures

EFFECTIVE DATE

MAR 7 1995

cc: Prepaid Cellular, Inc.

FILED
DIVISION OF STATE
CORPORATIONS
MAR 9 1995
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PREPAID CELLULAR, INC

The undersigned, J. PORTER MCCLEAN, and JUANITA L. MCCLEAN, hereby make, adopt, subscribe and acknowledge these Articles of Incorporation for the purpose of organizing and incorporating a corporation under the laws of the State of Florida, by and under the provision of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I
NAME OF CORPORATION

The name of this corporation shall be: PREPAID CELLULAR, INC.

ARTICLE II
PURPOSE

The nature of the business and the object and purposes to be transacted and carried on are to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III
CAPITAL STOCK

The authorized capital stock of this corporation shall consist of one hundred (100) shares of common stock having a par value of TEN and 00/100 DOLLARS (\$10.00) per share, which shall be issued for such consideration as may be fixed by the Board of Directors of the corporation.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be FIVE HUNDRED and 00/100 DOLLARS (\$500.00).

EFFECTIVE DATE

FILED
CLERK OF COURT
MAR 9 1995

**ARTICLE V
CORPORATION EXISTENCE**

Existence of this corporation shall commence on the date these Articles of Incorporation are signed and acknowledged by the incorporator and it shall exist perpetually unless dissolved according to law.

**ARTICLE VI
INITIAL OFFICE ADDRESS**

The initial street address in this State of the principal office of the corporation shall be 14201 SW 83rd Avenue, Miami, Florida 33158, with privilege of having branch or other offices at other places within or without the State of Florida. The principal office may be moved to such other address as the Board of Directors shall by resolution determine.

**ARTICLE VII
INITIAL REGISTERED AGENT
AND INITIAL REGISTERED OFFICE**

The corporation's initial registered agent and registered office in the State of Florida are:

ROBERT E. ROACHE, ESQ., 7600 SW 57th Avenue, Suite 201, South Miami, FL 33143

Having been named initial registered agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with the requirements of law pertaining thereto.



ROBERT E. ROACHE

**ARTICLE VIII
DIRECTORS**

The business of this corporation shall be conducted by a Board of Directors consisting of four (4) persons initially. The number of Directors may be changed from time to time by By-Law adopted by the stockholders, but shall never be less than the minimum number required by the laws of the State of Florida, as amended from time to time.

ARTICLE IX
INITIAL DIRECTORS

The names and addresses of the initial Directors are as follows:

J. PORTER MCCLEAN, 14201 SW 83rd Avenue, Miami, Florida 33158

JUANITA L. MCCLEAN, 14201 SW 83rd Avenue, Miami, Florida 33158

MARY NICKLAUS, 7721 SW 145th Street, Miami, Florida 33158

J. RANDALL SHOEMAKER, 9456 SW 77th Avenue, #T6, Miami, Florida 33156

ARTICLE X
INCORPORATORS

The names and addresses of the incorporators of this corporation are as follows:

J. PORTER MCCLEAN, 14201 SW 83rd Avenue, Miami, Florida 33158

JUANITA L. MCCLEAN, 14201 SW 83rd Avenue, Miami, Florida 33158

ARTICLE XI
MISCELLANEOUS

(A) Existing shareholders of this corporation shall have the preemptive right to acquire shares of its stock subsequently offered.

(B) No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the corporation is or are interested in, or a Director or Officer, or are Directors or Officers of such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise exist from such person contracting with the corporation for the benefit of such person or any firm, association or


any contract or other transactions between the corporation, any subsidiary or controlled corporation without regard to the fact that such person is also a Director of such subsidiary or controlled corporation

(C) The Board of Directors, in addition to choosing the President, Secretary and Treasurer of the corporation, may choose one or more Vice Presidents, and Assistant Secretary, and Assistant Treasurer and such other officers as the Board shall deem advisable, and such Officers shall serve for such terms and have such duties as may be determined by the Board of Directors.

(D) The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner, now or hereafter prescribed by Statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the subscribers to these Articles of Incorporation, have hereunto set their hands and seals this 7th day of March, 1995.


J. PORTER MCCLEAN


JUANITA L. MCCLEAN

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me by J. PORTER MCCLEAN and JUANITA L. MCCLEAN, personally known to me, this 7th day of March, 1995.


Notary Public - State of Florida

