

TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0191 FAX

800-142-8036



**P9500025928**

ACCOUNT NO. : 072100000002

REFERENCE : 569373 *Patricia T. Smith*

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : March 31, 1995

ORDER TIME : 11:07 AM

ORDER NO. : 569373

300001445123

CUSTOMER NO: 3487A

CUSTOMER: Tami D. Toms, Legal Secretary  
ICARD MERRILL CULLIS TIMM  
FUREN & GINSBURG, PA  
2033 Main Street, Suite 600  
P. O. Drawer 4195  
Sarasota, FL 34237

DOMESTIC FILING

NAME: CELL-CONNECTION DEALER  
SERVICES, INC.

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

T. BROWN MAR 31 1995

FILED  
95 MAR 31 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
Cell-Connection Dealer Services, Inc.

FILED  
95 MAR 31 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE 1. - NAME

The name of the corporation is Cell-Connection Dealer Services, Inc.

ARTICLE 2. - PRINCIPAL OFFICE

The principal office of the corporation shall initially be at 5161 Flicker Field Circle, Sarasota, Florida 34231-3243. The corporation may change its principal office from time to time as permitted by law.

ARTICLE 3. - MAILING ADDRESS

The initial mailing address of the corporation shall be 2033 Main Street, Suite 600, Sarasota, Florida, 34237. The corporation may change its mailing address from time to time as permitted by law.

ARTICLE 4. - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 5. - SHARES

This corporation is authorized to issue 1,000,000 shares of voting common stock with a par value of .01 per share.

ARTICLE 6. - PREEMPTIVE RIGHTS

The corporation elects not to have preemptive rights.

ARTICLE 7. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2033 Main Street, Suite 101, Sarasota, Florida, 34237, and the name of the initial registered agent of this corporation at that address is J. Geoffrey Pflugner.

ARTICLES OF INCORPORATION

OF

Cell-Connection Dealer Services, Inc.

ARTICLE 8. - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

John J. Edwards  
8632 Woodbriar Drive  
Sarasota, Florida 34238

Robert A. Roth  
5161 Flicker Field Circle  
Sarasota, Florida 34231-3243

Peter Rutledge  
5648 Forester Lake  
Sarasota, Florida 34243

ARTICLE 9. - INCORPORATOR

The name and address of the Incorporator is:

J. GEOFFREY PFLUGNER  
ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.  
2033 Main Street, Suite 101  
Sarasota, Florida, 34237

ARTICLE 10. - CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors.

ARTICLE 11. - INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees, reasonably incurred in connection with any threatened, pending or completed

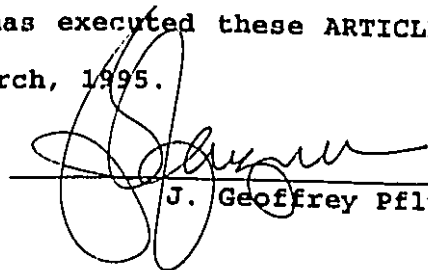
ARTICLES OF INCORPORATION

OF

Cell-Connection Dealer Services, Inc.

action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.


The undersigned Incorporator has executed these ARTICLES OF INCORPORATION on the 31st day of March, 1995.

  
J. Geoffrey Pflugner

STATE OF FLORIDA  
COUNTY OF SARASOTA

Before me, a Notary Public, appeared J. Geoffrey Pflugner, known to be the person described as the Incorporator, who executed the forgoing ARTICLES OF INCORPORATION and said person did acknowledge subscribing to the same.

Witness by my hand and official seal this 31st day of March, 1995.

  
Notary Public  
My commission Expires:

TAMBLA D. TOMS  
Notary Public, State of Florida  
My Comm. Expires April 19, 1998  
No. CC 376839  
Bonded Thru Official Notary Seal

ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT FOR  
Cell-Connection Dealer Services, Inc.

Having been named to accept service of purpose for the above stated corporation, at the place designated in the corporation's ARTICLE OF INCORPORATION, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: 31 March 1995.

ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.

By:

  
J. Geoffrey Pflugner

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA