

P95000035518

901-222-0191 FAX

RECEIVED

**CSC networks**

PRESTIGE HALL  
LEGAL & FINANCIAL SERVICES

95 MAY -5 AM 11:37

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 501933 81444A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : May 5, 1995

ORDER TIME : 10:37 AM

ORDER NO. : 501933

CUSTOMER NO: 81444A

CUSTOMER: Nadine Mcfatter  
PATTERSON & GREEN

Suite A  
2010 S. Third Street  
Jacksonville, FL 32250

DOMESTIC FILING

NAME: SMART PHONE AMERICA, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

95 MAY -5 AM 11:37  
RECEIVED  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA

800001477298  
-05/05/95--01052--012  
\*\*\*\*122.50 \*\*\*\*122.50

ST  
5/8/95

Articles Of Incorporation  
OF  
SMART PHONE AMERICA, INC.

FILED

95 MAY -5

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I: Corporate Name. The name of the corporation is SMART PHONE AMERICA, INC.

ARTICLE II: Corporate Existence. The corporation shall exist for perpetuity commencing on the date of execution of these Articles.

ARTICLE III: Corporate Purpose. This corporation is organized for the purpose of selling at wholesale or retail cellular phones, debit phones and similar products, and to manage, sell and resell air-time in the cellular phone industry, and all lawful business allowed under the laws of the State of Florida and the United States of America.

ARTICLE IV: Authorized Stock. The corporation is authorized to issue 10,000 shares of common stock, par value \$1.00 each.

ARTICLE V: Registered Office And Agent. The street address of the initial registered office of this corporation is 3010 So. Third St., Suite A, Jacksonville Beach, Florida 32250, with a mailing address of the same, and the name of the initial registered agent at that address of this corporation is Lawrence R. Patterson.

ARTICLE VI: Principal Place of Business. The principal place of business of this corporation shall be: 34 Alhambra St., Ponte Vedra Beach, Florida 32082.

ARTICLE VII: Initial Directors. This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation are:

Rudy Theale  
34 Alhambra St.  
Ponte Vedra Beach, FL 32082

ARTICLE VIII: Incorporator. The name and address of the person signing these Articles is Lawrence R. Patterson, 3010 So. Third St., Jacksonville Beach, Florida 32250.

ARTICLE IX: Power to Amend. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X: Reserved Right to Amend. The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

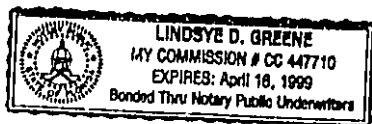
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of May, 1995.

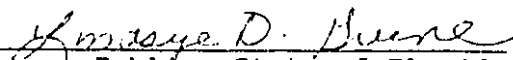
  
Lawrence R. Patterson

STATE OF FLORIDA     )  
                                  )  
COUNTY OF DUVAL    )

BEFORE ME, the undersigned authority, personally appeared LAWRENCE R. PATTERSON, to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed said Articles freely and voluntarily and for the purposes expressed therein.

WITNESS my hand and seal this 4th day of May, 1995.



  
Notary Public, State of Florida  
My Commission expires:  
Commission Number: \_\_\_\_\_

  X   Personally known to me, OR  
       Produced drivers license as  
       identification  
       Produced other identification

HAVING BEEN NAMED to accept service of process for SMART PHONE AMERICA, INC. at the place designated in the Articles of Incorporation, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relating to the corporation in complete performance of my duties.

Dated this 4th day of May, 1995.

  
Lawrence R. Patterson

FILED  
95 MAY -5 11 11  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

P95000035518

CORPORATE ACCESS, Requestor's Name  
1116-D THOMASVILLE RD  
TALLAHASSEE, FL 32303  
(904) 222-2666 Address

City/State/Zip

Phone #

Alund

RECEIVED

95 OCT 18 AM 11:30

DIVISION OF REGISTRATION

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if 'n'own):

1. Smart Phone America, Inc. 00001614087  
(Corporation Name) (Document #)  
2. \_\_\_\_\_  
(Corporation Name) (Document #)  
3. \_\_\_\_\_  
(Corporation Name) (Document #)  
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 10/18/00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

FILED  
95 OCT 18 PM 2:19  
TALLAHASSEE, FL  
SECRETARY OF STATE

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

N. HENDRICKS OCT 18 1995

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
SMART PHONE AMERICA, INC.

FILED  
95 OCT 18 11 2:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the Corporation is: SMART PHONE AMERICA, INC.
2. Article IV of the Articles of Incorporation of SMART PHONE AMERICA, INC. is hereby amended to read in its entirety as follows:

ARTICLE IV. AUTHORIZED STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Hundred Thousand (500,000) shares of common stock having a par value of \$.001 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

3. The foregoing amendment was unanimously adopted by the sole Director of the Corporation on October 16<sup>th</sup>, 1995 and was approved on October 16<sup>th</sup>, 1995 by written consent of the sole Shareholder of the Corporation sufficient for the approval of the foregoing amendment.

IN WITNESS WHEREOF, I have executed these Articles of Amendment this 16<sup>th</sup> day of October, 1995.

  
RUDY GERALD THEALE, PRESIDENT