

**HENRY GONZALEZ**  
ATTORNEY AT LAW

Also Member  
District of Columbia Bar  
New York Bar

**P95000048748**

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June 14, 1995

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

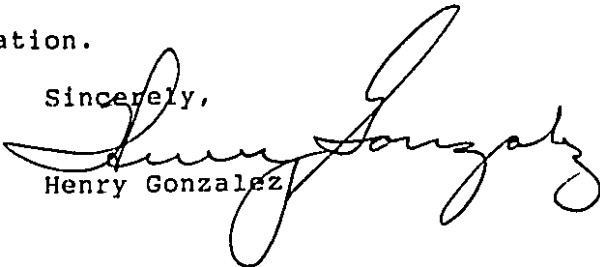
Re: TAMPA CELLULAR, INC.

Dear Corporation Clerk:

Enclosed please find the original and one copy of the Articles of Incorporation of Tampa Cellular, Inc. along with our check in the amount of \$122.50 for filing.

Thank you for your cooperation.

Sincerely,

  
Henry Gonzalez

HG/p

PS: Please return the enclosed copy of the Articles with certification of filing.

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*6/22/95*

**FILED**  
95 JUN 19 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TAMPA CELLULAR, INC.

FILED

95 JUN 19 AM 11:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

I

The name of the corporation shall be:

TAMPA CELLULAR, INC.

II

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To do, conduct and operate a business relating to communications, whether cellular or any and all other related services.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

F. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

### III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares at \$1.00 par value.

### IV

The amount of capital with which this corporation shall begin business shall be One Hundred Dollars (\$100.00).

### V

The existence of this corporation shall be perpetual.

### VI

The principal office of this corporation shall be located at 1915 N. Dale Mabry Highway, Suite 201, Tampa, FL 33607.

### VII

The Board of Directors of this corporation shall consist of not less than one and not more than four members.

### VIII

The name and address of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the Laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

EDWARD B. KAMPSEN  
1915 N. Dale Mabry Hwy., #201  
Tampa, FL 33607

IX

The registered agent and the registered office for this corporation are:

HENRY GONZALEZ  
1915 N. Dale Mabry Hwy., #201  
Tampa, FL 33607

X

The names and addresses of each subscriber to these Articles of Incorporation, and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of One Hundred Dollars (\$100.00), the amount of capital with which this corporation shall begin business are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARE</u>	<u>AMOUNT</u>
EDWARD B. KAMPSSEN	1915 N. Dale Mabry Hwy. Tampa, FL 33607	100	\$100.00

XI

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

EDWARD B. KAMPSSEN, President/Vice President  
Secretary/Treasurer

XII

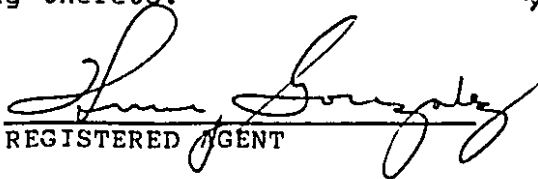
This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and

form of electing or appointing officers and directors shall be set out in the By-Laws.

XIII

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of 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 all the requirements of the law pertaining thereto.

  
REGISTERED AGENT

IN WITNESS WHEREOF, we have hereunto made, subscribed and acknowledge these Articles of Incorporation.

  
EDWARD B. KAMPSEN

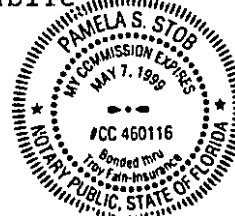
STATE OF FLORIDA            )  
                                      )SS  
COUNTY OF HILLSBOROUGH)

I hereby certify that on this day personally appeared EDWARD B. KAMPSEN, to me personally known to be the same described in and who executed these Articles of Incorporation, and who acknowledged the Articles to be the act and deed of the subscriber and that the facts set forth therein are true.

WITNESS my hand and seal at Tampa, Hillsborough County, Florida, this 14th day of June, 1995.

  
Notary Public

Personally Known



FILED  
JUN 19 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA