

P95000058706

SUMMERLIN, CONNOR & CLINE
ATTORNEYS AT LAW
140 AVENUE D, N.W.
WINTER HAVEN, FLORIDA 33881
(813) 294-4101

ROY C. SUMMERLIN
DEBRA L. CLINE

F. HAL CONNOR
OF COUNSEL

PLEASE REPLY TO:
P. O. DRAWER 798
WINTER HAVEN, FLORIDA 33882-0798
July 26, 1995

A. SUMMERLIN
(888-1970)

TELECOPIED
(813) 294-5107

The Honorable Jim Smith
Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32399

200001548762
-07/28/95--01056--015
****122.50 ****122.50

Re: Cellular Phone Accessories, Inc.

Gentlemen:

In connection with the above matter, we now enclose the original and one copy of Articles of Incorporation, together with Certificate of Designation, Resident Agent/Registered Office, and our check payable to your order in the amount of \$122.50. We have computed the filing fees as follows:

- | | |
|----------------------------------|---------|
| 1. Filing fee | \$35.00 |
| 2. Certified copy | 52.50 |
| 3. Resident agent/ office fee | 35.00 |

Please file the Articles of Incorporation and return a certified copy thereof to this office at your earliest convenience.

With kindest regards,

SUMMERLIN, CONNOR & CLINE

Roy C. Summerlin
RCS/cd
Enclosures

FILED
28 JUL 28 AM 9:58
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CELLULAR PHONE ACCESSORIES, INC.

I, the undersigned, execute these Articles of Incorporation for the purpose of becoming a body corporate under the laws of the State of Florida, providing for the formation and management, liabilities and immunities of corporations, the provisions of which law are hereby accepted, and I hereby adopt the following proposed Articles of Incorporation for which this Certificate is made.

ARTICLE I

The name of the corporation shall be CELLULAR PHONE ACCESSORIES, INC.

ARTICLE II

The general office and place of business of the corporation shall be 600 Somerset Loop, Auburndale, FL 33823. The Directors shall have the right to change the location of said general office and principal place of business to any other point deemed advisable and branch offices and places of business may be established at any and all points deemed advisable by the Board of Directors.

ARTICLE III

The duration of the corporation shall be perpetual unless sooner terminated under the laws of the State of Florida.

ARTICLE IV

The corporation may engage in any activity, business or service permitted under the laws of the United States and/or the

State of Florida, including any and all activities customarily engaged in by corporations under the laws of the State of Florida in the marketing, manufacturing, fabricating, assembling, sale, exchange and the furnishing of goods, wares, merchandise and services for profit, including but not limited to performing services and engaging in activities involving the marketing of cellular phone accessories and related items, except that this corporation shall not be authorized to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefits society, or state fair exposition.

ARTICLE V

The maximum number of shares of capital stock that this corporation shall have outstanding at any time shall be 1000 shares of common stock, with \$1.00 par value, all of said stock fully paid and non assessable; payment for said stock shall be in cash or labor, services or property at a valuation to be fixed by the Board of Directors.

ARTICLE VI

The amount of capital with which this corporation shall begin business shall be over \$500.00.

ARTICLE VII

The business and affairs of this corporation shall be conducted by a President; one or more Vice Presidents, a Secretary/Treasurer and a Board of Directors of not less than one

In number; the number of Directors may be increased from time to time by the By-Laws or Resolutions of the Stockholders to any number compatible with the law; and other offices may in the same manner be created, filled and established.

The Directors of said corporation shall be elected by the Stockholders at each annual meeting. The annual meeting of the Stockholders shall be held on the first Tuesday in June of each year. Any Stockholders' meeting may be held any time when a quorum of Stockholders are present and request such meeting to be held. The date of the annual meeting may be changed by the By-Laws or Resolution of the Board of Directors adopted at any time by the Board of Directors at a meeting held immediately following each annual meeting of the Stockholders. New offices may be created or vacancies filled by the Board of Directors at any regular meeting or any special meeting called for that purpose.

ARTICLE VIII

Lost or destroyed stock certificates shall be replaced by the issuance of new stock certificates in the manner prescribed by the By-Laws of this corporation.

ARTICLE IX

The names and addresses of the first Board of Directors, who, subject to this Certificate of Incorporation, the By-laws and the Laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors have been elected and have been qualified are as

follows:

Sandie Davis 600 Somerset Loop
Auburndale, FL 33823

ARTICLE X

The name and address of the subscriber to this Certificate of Incorporation is:

Sandie Davis, 600 Somerset Loop, Auburndale, FL 33823

ARTICLE XI

The name and address of the officers of the corporation who shall hold office for the first year of the corporation's existence or until their successors have been elected and qualified are as follows:

| | | |
|--------------|---|--|
| Sandie Davis | President, Vice President, Secretary/Treasurer | 600 Somerset Loop, Auburndale, FL 33823 |
|--------------|---|--|

ARTICLE XII

The street address of the initial registered office of this corporation is 146 Avenue, B, N.W., Winter Haven, FL 33881 and the name of the initial registered agent at that address is Roy C. Summerlin.

WITNESS my hand and seal this day of July, 1995.


Sandie Davis, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

Personally appeared before the undersigned authority, SANDIE DAVIS, to me personally known or who presented NIA _____ as identification, and she acknowledged

before me that she executed the above and foregoing instrument
for the purposes therein expressed.

WITNESS my hand and seal this 26 day of July, 1995.



Carol K. Douthett

Notary Public

Name: Carol K. Douthett

Commission No. CC 143400

My Commission Expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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 PHONE ACCESSORIES, INC.

2. The name and address of the registered agent and office is:

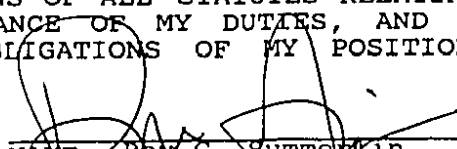
Roy C. Summerlin,
146 Avenue B, N.W.
Winter Haven, FL 33881


(Corporate Officer)

Title President

Date July 26, 1995

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.


NAME: Roy C. Summerlin
DATE: July 26, 1995

Registered Agent filing fee: \$35.00

55 JUL 28 AM 9:53
FILED
CLERK OF COURT
JUL 28 1995

P95000058706

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 25, 1997

CELLULAR PHONE ACCESSORIES, INC.
3877 RECKER HWY.
SUITE 1
WINTERHAVEN, FL 33823

SUBJECT: CELLULAR PHONE ACCESSORIES, INC.
Ref. Number: P95000058706

Debit Memo #: 80958-E

This is to inform you that check #233 in the amount of \$173.75 submitted with the annual report for CELLULAR PHONE ACCESSORIES, INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$188.75 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after November 25, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (850) 487-6057.

Pat Bailey
Accountant I

Letter Number: 497A00047567

P95000058706

200002811632--8
-10/03/97--01038--005
****188.75 ****188.75

October 3, 1997

REPLACEMENT FEE 1997

ANNUAL REPORT: CELLULAR PHONE
ACCESSORIES, INC.

DEBIT MEMO: # 80958-E

CHECK #: 233

THIRD: Article 6 of the Articles of Incorporation states Director(s) as:

Kolley Snelling

FOURTH: The Director(s) of the Corporation shall be changed to:

Kolley Snelling

whose addresses shall be the same as the principal address of the Corporation.

FIFTH: The date of the adoption of this amendment is the 17 September 1997.

SIXTH: The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

SEVENTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 17 September 1997.


Kelley Snelling, Chairman of the Board
of Directors

ARTAMEND.PRES

