

P950000 59830

David R. Farbstein
ATTORNEY AT LAW

SUITE B
2705 W. CYPRESS CREEK ROAD
FORT LAUDERDALE, FLORIDA 33309
TELEPHONE (305) 977-7101
FAX (305) 977-0701
July 28, 1995

Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

RE: NO IMPLIED AFFILIATION, INC.

Dear Sirs:

Enclosed please find the following documentation
above-mentioned matter, to-wit:

1. ORIGINAL and one copy of Articles of Incorporation
with Registered Agent Certificate.

Also enclosed is my trust account check no. 2204 in the amount of
\$70.00 for the filing fee.

Very truly yours,
David R. Farbstein
DAVID R. FARBSTEIN, ESQ.

DRF/me

1995 AUG -2 AM 10 32
FILED
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

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-08/02/95--01048--015
*****70.00 *****70.00

R CHESSEY AUG 3 1995

ARTICLES OF INCORPORATION
OF
NO IMPLIED AFFILIATION, INC.

FILED
1995 AUG -2 PM 10:32
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE I - Name

The name of this Corporation is NO IMPLIED AFFILIATION, INC.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

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

ARTICLE IV - Capital Stock

This corporation is authorized to issue one thousand (1,000) shares of one dollar par value (\$1.00) common stock which shares shall be designated "Common Shares".

ARTICLE V - Initial Registered Office and Agent

The street address of the initial office of this corporation is: 13111 W. SUNRISE BOULEVARD, SUNRISE, FLORIDA 33323 and the name of the initial registered agent of this corporation at that address is: JOSEPH FORMAN.

ARTICLE VI - Initial Board of Directors

This corporation shall have two (2) 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:

JOSEPH FORMAN

13111 W. SUNRISE BOULEVARD
SUNRISE, FLORIDA 33323

GARY KARP

13111 W. SUNRISE BOULEVARD
SUNRISE, FLORIDA 33323

ARTICLE VII - Incorporator

The name and address of the person signing these Articles is:


JOSEPH FORMAN

13111 W. SUNRISE BOULEVARD
SUNRISE, FLORIDA 33323

ARTICLE VIII - Amendments

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed his Articles of Incorporation on the 20 day of JULY, 1995.

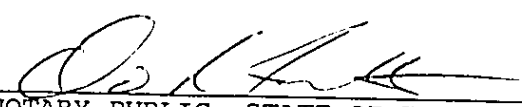

JOSEPH FORMAN

STATE OF FLORIDA

COUNTY OF BROWARD

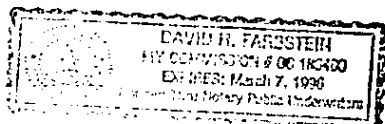
BEFORE ME, a Notary Public, authorized to take acknowledgments in the County and State set forth above, personally appeared JOSEPH FORMAN, known by me to be the person(s) who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 20 day of JULY, 1995.


NOTARY PUBLIC, STATE OF FLORIDA

Print Name: DAVID R. FARBSTAIN

My Commission Expires:



**CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

PURSUANT TO Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That NO IMPLIED AFFILIATION, INC. is qualified to do business under the laws of the State of Florida with its principal office at: 13111 W. Sunrise Blvd., Sunrise, Florida 33323, and has appointed JOSEPH FORMAN of 13111 W. Sunrise Blvd., City of Sunrise, County of Broward, State of Florida, as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


JOSEPH FORMAN
Resident Agent

FILED
1995 AUG -2 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR- 9-96 TUE 11:06 AM

P95000059830

TX002X96 FLORIDA DIVISION OF CORPORATIONS ELECTRONIC FILING COVER
12:12 PM PUBLIC ACCESS SYSTEM (((H96000004702)))
SHEET TO: DIVISION OF CORPORATIONS FROM: FILINGS, INC. DEPARTMENT OF
STATE 3732 NW 16TH ST STATE OF FLORIDA 409 EAST GAINES STREET
FT LAUDERDALE FL 33311- TALLAHASSEE, FL 32399 CONTACT: TERESA ROMAN
FAX: (904) 922-4000 PHONE: (904) 385-6735 FAX: (904) 385-6761
(((H96000004702))) DOCUMENT TYPE: BASIC AMENDMENT NAME: NO IMPLIED
AFFILIATION, INC. FAX AUDIT NUMBER: H96000004702 CURRENT STATUS:
REQUESTED DATE REQUESTED: 04/02/1996 TIME REQUESTED: 12:12:46
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0 NUMBER OF PAGES: 1
METHOD OF DELIVERY: MAIL ESTIMATED CHARGE: \$35.00 ACCOUNT
NUMBER: 072720000101 Note: Please print this page and use it as a cover sheet
when submitting documents to the Division of Corporations. Your document cannot
be processed without the information contained on this page. Remember to type
the Fax Audit number on the top and bottom of all pages of the document.
(((H96000004702))) ** ENTER 'M' FOR MENU. **

How for pick up

lead - 7097

*young man
Spade*

STATION

FILED
APR-9-96
3:30

April 2, 1996

NO IMPLIED AFFILIATION, INC.
13111 W SUNRISE BLVD
SUNRISE, FL 33323

SUBJECT: NO IMPLIED AFFILIATION, INC.
REF: P95000059830

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The amendment cannot be adopted and executed by an incorporator if directors have been selected. Please amend your document accordingly.

The document is illegible and not acceptable for microfilming.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000004702
Letter Number: 296A00015067

April 5, 1996

NO IMPLIED AFFILIATION, INC.
13111 W SUNRISE BLVD
SUNRISE, FL 33323

SUBJECT: NO IMPLIED AFFILIATION, INC.
REF: P95000059830

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Since the amendment was signed by the director, it should be adopted by the director. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

FAX Aud. #: H96000004702
Letter Number: 096A00015703

April 8, 1996

NO IMPLIED AFFILIATION, INC.
13111 W SUNRISE BLVD
SUNRISE, FL 33323

SUBJECT: NO IMPLIED AFFILIATION, INC.
REF: P95000059830

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The amendment cannot be adopted and executed by an incorporator if directors have been selected. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000004702
Letter Number: 696A00016017

49600004702

ARTICLES OF AMENDMENT

ARTICLE I - NAME

The name of this corporation is NO IMPLIED AFFILIATION, INC.


ARTICLE II - ADOPTED AMENDMENT

The name of this corporation shall be changed to PORTABLE COMPUTERS AND CELLULAR, INC.

ARTICLE III - METHOD OF AMENDMENT

That the adopted amendment was adopted by the directors and without Shareholder action pursuant to Florida Statute 607.1005 in that no shares of the corporation have been issued. The aforesaid adopted amendment was adopted by the directors on the 3rd day of MARCH, 1996.

IN WITNESS WHEREOF, the undersigned director has executed these Articles of Amendment, this 3rd day of MARCH, 1996.


JOSEPH FORMAN / DIRECTOR

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State set forth above, personally appeared JOSEPH FORMAN, known to me and known by me to be the person who executed the foregoing Articles of Amendment, and he acknowledged before me that he executed these Articles of Amendment. Further, that said person(s) produced the following type(s) of identification to the undersigned, to-wit: Personal Knowledge

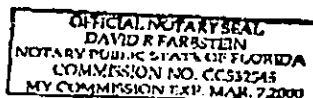
IN WITNESS WHEREOF, I have hereunder set my hand and official seal, in the State and County first above-mentioned, this 2 day of Dec. 1996.


DAVID R. FARBSTEIN

NOTARY PUBLIC

Prepared by
David R. Farbstein, Esq.
2765 W. Cypress Creek Rd.
Suite B
Fort Lauderdale, Fl. 33309
305-977-7801
Bar #198889

My Commission Expires:



49600004702