

JAN-08-1996 09:52

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TO DIVISION OF CORPORATIONS FROM ERIE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GANES STREET

TALLAHASSEE, FL 323

FAX: (904) 922-4000

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FROM ERIE CORPORATE KIT COMPANY

192 N. FLORIDA ST

SUITE 200

MIAMI FL 33136-311-

CONTACT: RAY STORMONT

PHONE: (308) 541-3694

FAX: (308) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: AMERICAN CELLULAR, INC.

FAX AUDIT NUMBER: H98000000315

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 8, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: AMERICAN CELLULAR, INC.
REF: W96000000517

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

PLEASE COMPLETE THE ADDRESS IN ARTICLE VI AND ARTICLE IX.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: R96000000315
Letter Number: 296A00000631

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**CERTIFICATE OF INCORPORATION
OF
AMERICAN CELLULAR, INC.**

FILED
25 JUL -8 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: American Cellular, Inc.

ARTICLE II. NATURE OF THE BUSINESS

The general nature of this business to be transacted by this corporation is : Any legal business in the State of Florida or in The United States.

To conduct business in, have one or more offices in and sell import, export, buy, hold, mortgage, convey, lease, construction and building or otherwise dispose of real and personal property, including patents, franchises, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of property, or other instruments to secure the payment to

Prepared by:
Charles A. Schaefer
1285 Alton Road
Miami Beach, FL 33139
(305) 674-1681

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corporate indabtmant as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares of the capital stock of, or any bonds, securities, or other evidences of indebted created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 1000 (One Thousand) shares of common stock having a nominal of \$25.00 Par/value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business with is \$ 25,000.00 (Ten Thousand 00/100.)

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE VI ADDRESS

The initial post office address of this corporation in the State of Florida is: 150 S.E. 2 Ave. #902 ^{Miami} Florida 33134. The Board of Directors may, from time to time move the principal office to any other office in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have One Director initially the number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation are:

Maria Lourdes Pineiro

President
Secretary

ARTICLE IX. REGISTERED OFFICE AND REGISTERED AGENT

The registered office shall be at 150 S.E. 2 Ave. #902 ^{Miami} Fl 33131 and the registered agent being Maria Lourdes Pineiro

ARTICLE X. AMENDMENT

The articles of Incorporation may be amended in the

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manner provided by laws. Every amendment shall be approved
holders, and approved at a stockholders meeting by a
majority of the stock entitled to vote thereon.

Maria Louisa Pinsky
Maria Louisa Pinsky
President - Secretary

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE ON THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS
MAY BE SERVED.**


In compliance with Section 807.34 Florida Statutes, The
following is submitted, in compliance with said Act:

FIRST: That, American Cellular, Inc. desiring to organize
or qualify under the laws of the State of Florida with its
principal office, as indicated in the articles incorporation
at City of Miami, County of Dade, and State of Florida has
heraby named Maria Lourdes Pineiro of American Cellular, Inc.
as its agent to accept services of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process
for the above stated corporation, at the place designated in
this certificate.

I heraby agree to act in this capacity, and I further agree
to comply with the provision of said Act relative to keeping
open said office.


Maria Lourdes Pineiro
Register Agent.

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STATE OF FLORIDA

)SS

COUNTY OF DADE

I HEREBY CERTIFY : That on this day, before me, a Notary Public the undersigned authority, duly authorize to administer oaths and take acknowledgments, personally appeared, Maria Lourdes Finsiro of American Cellular, Inc. a Florida Corporation.

who after being duly sworn, executed the foregoing Articles of Incorporation and acknowledge before me that the subscribers to those Articles on Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said County and State, on this 20 day of the month of December, 1995.

NOTARY PUBLIC SEAL

MY COMMISSION EXPIRES:

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TALLAHASSEE, FLORIDA

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