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Change Number Only

FILED
56 FEB 20 10:11:50
TAMPA, FLORIDA

2-16-96

Requestor's Name Barry Silverstein
Address 2999 N.E. 191 St #704
North Miami Beach, FL 33160
City State Zip Phone

935-8203

VALIDATION ONLY

RECEIVED
56 FEB 20 10:11:50
DIVISION OF CORPORATIONS
800001718958
-02/20/96-01022-011
*****70.00 *****70.00

CORPORATION(S) NAME

AMERICAN CELLULAR & COMMUNICATIONS CORP.



FLORIDA
Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Mark | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registr |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> M |

56 FEB 20 10:10:19
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

Name
Availability
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Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

F. CHESSEY FEB 20 1996

CR2E031 (RB-85)

**ARTICLES OF INCORPORATION
OF
AMERICAN CELLULAR & COMMUNICATIONS CORP.**

FILED
98 FEB 20 AM 11:34
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be **AMERICAN CELLULAR & COMMUNICATIONS CORP.** and the principal place of the business and offices of the corporation shall be 2999 N.E. 191 STREET SUITE 406 NORTH MIAMI BEACH FLORIDA 33180.

ARTICLE II

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE III

The general purpose of this corporation is to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

Number of Shares Authorized	Par Value	Class
1000	\$1.00	Common

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

American Cellular & Communications

ARTICLE V

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

Name	Address
BARRY D. SILVERSTEIN	2999 NE 191 STREET SUITE 704 NORTH MIAMI BEACH FLORIDA 33180

ARTICLE VI

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The name(s) and addresses of the director(s) of the corporation who shall hold office the first year or until successors are duly elected and qualified, shall be:

Name	Address
DAVID STONE	2999 NE 191 STREET SUITE 406 NORTH MIAMI BEACH FLORIDA 33180

ARTICLE VII

The name and address of the Incorporator is:

Name	Address
DAVID STONE	2999 NE 191 STREET SUITE 406 NORTH MIAMI BEACH FLORIDA 33180

ARTICLE VIII

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE IX

This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by law either now existing or hereafter enacted.

ARTICLE X

The by laws of this corporation may be altered, amended, adopted or repealed by either the Stockholders or the Director(s).

ARTICLE XI

Every stockholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as to that which he already holds, shall have the preemptive right of first refusal in the purchase of his pro rata share thereof and to do so at the price at which it is offered to others.

ARTICLE XII

This Corporation shall be treated in accordance with the appropriate laws governing Subchapter S Corporations until such time as the Shareholders or Director(s) chooses to alter the manner said Corporation is treated under the appropriate State and/or Federal Tax Codes.

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IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above named corporation, for the purpose of forming a corporation to do business within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this February 15, 1996.

FILED
25 FEB 20 11:11:51
TALLAHASSEE, FLORIDA




Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, and at the place designated in the aforesaid articles of incorporation, the undersigned does hereby agree to act in this capacity, and in accordance therewith to comply with all provisions of the Florida Statutes relative to the discharge of said duties.

Dated this February 15, 1996.



BARRY D. SILVERSTEIN