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Sharon B. Rinchimer
Also a member of the New Jersey Bar

February 16, 1996

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****122.50 ****122.50

State of Florida
Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

RE: Filing Articles of Incorporation of Cell-A-Phone, Inc.

Gentlemen:

Enclosed please find the following in connection with the above-captioned filing:

1. An original and a photocopy of the Articles of Incorporation of Cell-A-Phone, Inc.
2. The firm's check in the amount of \$122.50 in payment for the following:

(a) Filing Fee in the amount of	\$ 35.00
(b) Certified Copy in the amount of	35.00
(c) Resident Agent Designation in the amount of	52.50

TOTAL \$122.50

3. A Certificate Designation Resident Agent.

Please file the original in your office and return the certified copy to this office in the self-addressed envelope at your earliest convenience.

Very truly yours,



Sharon B. Rinchimer

FEB 21 1996 SSA

SBR/lm
Enclosures (3)

FILED
96 FEB 19 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

CELL-A-PHONE, INC.

FILED

96 FEB 19 PM 3:41

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, Ivan D. Vinnick, natural person competent to contract, does hereby make, execute and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: Cell-A-Phone, Inc.

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida, specifically but not limited to distributing and sales of cellular phone products and related services.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be ONE THOUSAND (1000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered office of this Corporation in the State of Florida shall be:

IVAN D. VINNICK

1528 BREAKERS WEST BOULEVARD

WEST PALM BEACH, FLORIDA 33411

This is also the principal office and mailing address of the Corporation.

ARTICLE VI
BOARD OF DIRECTORS

This Corporation shall have TWO (2) Directors initially. The number of Directors may be increased from time to time by By-Laws adopted by the stockholders, but shall never be less than two (2). The initial Directors shall be: Ira M. Lieberman, 1866 Gulfstream Way, West Palm Beach, Florida 33411, and Ivan D. Vinnick, 1528 Breakers West Boulevard, West Palm Beach, Florida 33411.

ARTICLE VII
INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Ivan D. Vinnick, and his street address is 1528 Breakers West Boulevard, West Palm Beach, Florida 33411.

ARTICLE VIII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Cell-A-Phone, Inc., on this 16th day of February, 1996.

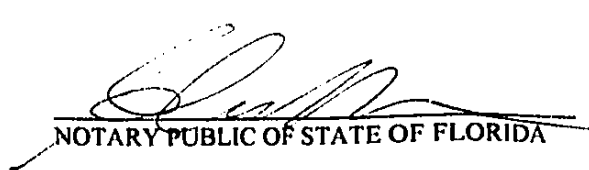

Ivan D. Vinnick

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 16th day of February, 1996 by Ivan D. Vinnick as Incorporator.

SEAL



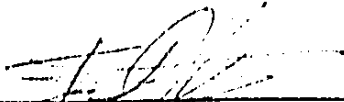

NOTARY PUBLIC OF STATE OF FLORIDA

**CERTIFICATE DESIGNATING RESIDENT AGENT
AND OFFICE FOR SERVICE OF PROCESS**

Cell-A-Phone, Inc., corporation existing under the laws of the State of Florida with its principal office at 1528 Breakers West Boulevard, West Palm Beach, Florida 33411, has named Ivan D. Vinnick, whose address is 1528 Breakers West Boulevard, West Palm Beach, Florida 33411 as its Agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Resident Agent, and agree to comply with all applicable provisions of law.



IVAN D. VINNICK
RESIDENT AGENT

FILED
96 FEB 19 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA