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ALAN FISHMAN & ASSOCIATES, P.A.
ATTORNEYS AT LAW

ALAN D. FISHMAN

MARITAL LAW
CRIMINAL LAW
BUSINESS LAW

KENNETH H. TRIBUCH

OF COUNSEL
RICHARD GOLDSTONE, P.A.

2301 WEST SAMPLE ROAD
BUILDING 3, SUITE 3A
POMPANO BEACH, FLORIDA 33073

DIHWARD/HIOCA RATON (054) 070-71100
PALM BEACH (407) 732-1700
FAX (054) 070-0073

March 21, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Re: All Communication Rentals, Inc.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. A check made payable to the Secretary of State for the filing fee is also enclosed. Upon filing, please return one copy of the articles in the stamped self-addressed envelope which is enclosed.

Should you have any questions, please do not hesitate to contact this office.

Your courtesy and cooperation is appreciated.

Respectfully,

ALAN FISHMAN & ASSOCIATES, P.A.

By: 
KENNETH H. TRIBUCH, ESQ.

ASF:jam

Enclosures

Letters\Corp

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALL COMMUNICATION RENTALS, INC.

ARTICLE I - NAME

The name of this Corporation is:

ALL COMMUNICATION RENTALS, INC.

Its business shall be carried on in the State of Florida, in the United States of America and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation shall be: the leasing and rentals of communication equipment including, but not limited to cellular phones, radios, fax machines and copy machines.

In addition, the corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue a maximum of 1000 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

The stock of the corporation shall be issued for such consideration as may be determined by its Board of Directors. Shareholders may enter into agreements with the corporation or with each other to control or restrict the transfer of stock, and such agreements may take the form of options, rights of first refusal, buy-sell agreements or any other lawful forms of agreement.

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TALLAHASSEE, FLORIDA

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The corporation's Initial Registered Agent and Registered Office : Kenneth H. Tribuch, Esq.
Alan Fishman & Associates, P.A.
2301 West Sample Road
Building 3, Suite 3A
Pompano Beach, Florida 33073

Acknowledgment and Consent of Registered Agent:

Having been named Registered Agent to accept service of process on the corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

Kenneth H. Tribuch, Esq.
Registered Agent

By: 

KENNETH H. TRIBUCH, ESQ.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The names and addresses of the initial members of the first Board of Directors are:

Lois Jamison
2301 West Sample Road
Building 3, Suite 3A
Pompano Beach, FL 33073

Louis Selesnick
2301 West Sample Road
Building 3, Suite 3A
Pompano Beach, FL 33073

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FLORIDA

The business of the corporation shall be managed by a Board of Directors consisting of two (2) directors. The number of directors may be increased or diminished from time to time in accordance with the By-Laws.

ARTICLE VI - BY-LAWS

The Board of Directors or the shareholders may adopt, amend, alter or repeal B-Laws of the corporation. The By-Laws may contain any provisions for the regulation or management of the affairs of the corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE VII

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

The corporation shall indemnify any Director or Officer, and shall have the power to indemnify any Employee, Agent or other person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she was or is acting on behalf of, or at the request of the corporation. Such indemnification may take the form of court costs, attorneys' fees or other expenses incurred by such person involved in such action, suit or proceeding.

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended or repealed by an affirmative vote of a majority of the shareholders of the corporation at any meeting called expressly for that purpose, and all rights conferred on shareholders hereunder are granted subject

to this reservation.

ARTICLE IX -- INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is:


Lois Jamison
2301 West Sample Road
Building 3, Suite 3A
Pompano Beach, Florida 33073

ARTICLE X -- PRINCIPAL OFFICE

The principal office of the corporation shall be located at:

2301 West Sample Road
Building 3, Suite 3A
Pompano Beach, Florida 33073

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 21st day of March, 1996.



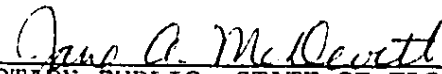
Incorporator

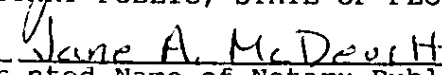
STATE OF FLORIDA)
) SS.:
COUNTY OF BROWARD)

THE FOREGOING INSTRUMENT was acknowledge before me this 21 day of March, 1996 by LOIS JAMISON, who is personally known by me or who produced 1714 as identification.



JANE A. MCDEVITT
MY COMMISSION # CC 186408 EXPIRES
May 31, 1996
BANKED THRU TROY FARM INSURANCE, INC.



NOTARY PUBLIC, STATE OF FLORIDA


Printed Name of Notary Public