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FILED
MAR 13 1996
TALLAHASSEE, FLORIDA

DOAK S. CAMPBELL, III
ATTORNEY AT LAW
20 E. FOURTH AVENUE
DELRAY BEACH, FLORIDA 33483

TELEPHONE
(904) 278-1880

File No. 1805.00007
March 13, 1996

Division of Corporations
Corporate Records Bureau
P O Box 6327
Tallahassee, FL 342314

Re: Articles of Incorporation
Sllam, Inc.

100001748281
-03/19/96--01015--014
****122.50 ****122.50

To Whom It May Concern:

Enclosed please find Articles of Incorporation, original and one copy, together with my check in the amount of \$122.50 (112.50 for incorporation and 10.00 for certified copy of same). Thank you for your attention to this matter at your earliest convenience.

Sincerely yours,

Doak S. Campbell, III

DSC:hlb

encl.

3/21/96
DS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 21, 1996

DOAK S. CAMPBELL III
70 SE FOURTH AVENUE
DELRAY BEACH, FL 33483

SUBJECT: SLLAM, INC.
Ref. Number: W96000006135

We have received your document for SLLAM, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 596A00013056

DOAK S. CAMPBELL, III

ATTORNEY AT LAW
20 S. E. FOURTH AVENUE
DELRAY BEACH, FLORIDA 33483

TELEPHONE
(407) 276-0800

TELEPHONE
(407) 276-9803

File No. 1805.00007
March 25, 1996

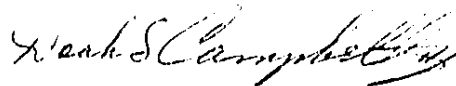
Division of Corporations
Corporate Records Bureau
P O Box 6327
Tallahassee, FL 342314
Attn: Terri Buckley

Re: Articles of Incorporation
Prepaid Cellular of Florida, Inc.

To Whom It May Concern:

Enclosed please find Articles of Incorporation, original and one copy. You have retained our check in the amount of \$122.50 (112.50 for incorporation and 10.00 for certified copy of same). You had previously rejected a prior incorporation, per your letter of March 21st, letter no.596A00013056 re SLLAM Inc. Thank you for your attention to this matter at your earliest convenience.

Sincerely yours,



Doak S. Campbell, III

DSC:hlb

Name Received

03/20/76

CORPORATE DETAIL RECORD SCREEN

03/20/76

NUM: P05000019809 STFL ACTIVE/FL PROFIT FLD: 03/20/76 EFF: 03/20/76
NAME : PREPAC CELLULAR, INC.
PRINCIPAL: 14801 SW 83 AVE
ADDRESS: MIAMI, FL 33158
RA NAME : ROACHE, ROBERT E.
RA ADDR : 7600 SW 57 AVE
SUITE 201
S PLANT, FL 33143 US
ANN REP : * NONE FILED *

1. MENU, 3. OFFICERS, 7. LIST, 8. NEXT, 9. PREV

ENTER SELECTION AND CR:



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 28, 1996

PREPAID CELLULAR OF FLORIDA, INC.
70 SE FOURTH AVENUE
DELRAY BEACH, FL 33483

We have received your document for PREPAID CELLULAR OF FLORIDA, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 596A00014354

**ARTICLES OF INCORPORATION
OF
PREPAID CELLULAR ENTERPRISES, INC.**

FILED
MAR 12 1981
CLERK OF CIRCUIT COURT
MIAMI, FLORIDA

**Article I
Name**

The name of the corporation is Prepaid Cellular Enterprises, Inc.

**Article II
Duration**

This corporation shall have perpetual existence.

**Article III
Purpose**

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

**Article IV
Capital Stock**

This corporation is authorized to issue 500 shares of stock at One Dollar (\$1.00) par value common stock.

**Article V
Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 2744 S.W. 6th Street, Delray Beach, FL 33445 and the name of the initial registered agent of this corporation at the address is Amjed Hamdan.

**Article VI
Principal Office and Mailing Address**

The principal office and mailing address of the corporation is 2744 S.W. 6th Street, Delray Beach, FL 33445.

**Article VII
Initial Board of Directors**

This corporation shall have one (1) director 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 (1).

The name and address of the initial director of this corporation is:

Name	Address
Amjed Hamdan	2744 S.W. 6th Street, Dolray Beach, FL 33445

**Article VIII
Incorporator**

The name and address of the person signing these Articles is:
Amjed Hamdan, 2744 S.W. 6th St., Dolray Beach, FL 33445.

**Article IX
Powers**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**Article X
Meetings by Conference Telephone**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

**Article XI
Action by Directors without a Meeting**

The directors of this corporation may take action by written consent, as provided by law.

**Article XII
Indemnification**

This corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaws, agreement, vote of shareholders

or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs and personal representatives of such person.

**Article XIII
Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

**Article XIV
Bylaws**

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25th day of March, 1996.

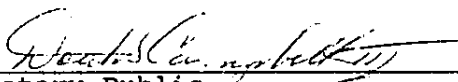


Amjed Hamdan
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Amjed Hamdan, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25th day of , 1996.



Notary Public
My Commission Expires:

(SEAL)



DOAK S. CAMPBELL, III
MY COMMISSION # CC255275 EXPIRES
February 15, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED

FIRST--THAT PREPAID CELLULAR ENTERPRISES, INC., DESIRING TO
ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS IN THE CITY OF DELRAY BEACH, STATE OF FLORIDA,
NAMED AMJED HAMDAN OF 2744 S.W. 6TH ST., DELRAY BEACH, FL 33445
..S ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE ACH
TITLE incorporator
DATE 3-25-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY
WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE ACH X
DATE 3-25-96

FILED
96 APR -9 AM 8:17
SECTION OF STATE
TALLAHASSEE, FLORIDA