

1/24/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H96000015008 1))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: CELLULAR ACCESS LONG DISTANCE SERVICE, INC.

AUDIT NUMBER.....H96000015008

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

help F1 Option Menu F2

NUM CAPS Connect: 00:15:09

C

FILED
96 OCT 24 PM 2:37
FBI - MIAMI

96-492449
10-24-96
10-24-96

6

CERTIFICATE OF INCORPORATION

H96000015008

-of-

CELLULAR ACCESS LONG DISTANCE SERVICE, INC.

I, the undersigned, for the purposes of forming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formulation, liability, rights, privileges, and immunities of corporation for profit.

ARTICLE ONE

The name of the Corporation shall be CELLULAR ACCESS LONG DISTANCE SERVICE, INC.

ARTICLE TWO

The Corporation may engage in any activity or business permitted under the laws of the State of Florida and the United States.

ARTICLE THREE

The Corporation is authorized to have 500 shares of Stock at a Par Value of \$1.00 per share, outstanding.

ARTICLE FOUR

The amount of capital that which the Corporation shall begin business with shall not be less than FIVE HUNDRED DOLLARS.

Prepared by:
ANDREW IVES, ESQUIRE
Florida Bar No. 0964115
8781 S.W. 131th Street
Miami, Fl. 33176
(305) 233-0633

H96000015008

FILED
96 OCT 24 PM 2 33
CLERK OF DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

H96000015008

ARTICLE FIVE

The Corporation shall have perpetual existence.

ARTICLE SIX

The registered office and principle place of business for this corporation shall be 444
Brickell Ave., Suite 820, Miami, Fla. 33131

ARTICLE SEVEN

The number of directors shall not be less than one.

ARTICLE EIGHT

The names and post office addressed of the first Board of Directors, who subject to the
provisions of the certificate of Incorporation and by-laws of the Corporation Laws of the
State of Florida, shall hold office for the First Year of the corporation's existence, or until
their successors are elected and have qualified, are:

Luis G. Coello, 444 Brickell Ave., Suite 820, Miami, Fla. 33131
Pres, Secretary-Treasurer, Director

ARTICLE NINE

The names and addresses of the Subscribers to the Certificates of Incorporation are:

Luis G. Coello, 444 Brickell Ave. Suite 820, Miami, Fl. . 33131

ARTICLE TEN

The Registered Agent for said Corporation is:

Luis G. Coello, 444 Brickell Ave. Suite 820, Miami, Fla. 33131

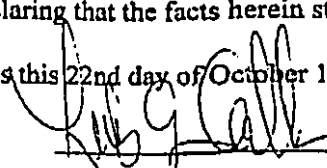
H96000015008

H96000015008

ARTICLE ELEVEN

The Corporation shall have all the rights and powers as Set Fourth in the Florida Statutes,
Applicable to Corporations for Profit.

I THE UNDERSIGNED, being the original subscriber to the Capital Stock
hereinabove named for the purpose of Forming a Corporation for Profit to do business,
both with and without the State of Florida, do hereby make, subscribe, acknowledge and
file this certificate, hereby declaring that the facts herein stated are true, and have
hereunto set my hand and seals this 22nd day of October 1996.

 (SEAL)

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

ON THIS DAY, BEFORE ME, personally appeared: Luis G. Coello the party to
the foregoing Certificate of Incorporation known to me personally to be such or produced
the following identification FIDUC, and acknowledged the said Certificate to
be free and voluntary act and Deed of them, and that each statement and fact are therein
truly Set Forth.

WITNESS my hand and Notarial Seal at Miami, Florida on this 22nd day of October,
1996.


NOTARY PUBLIC-STATE OF FLORIDA AT LARGE

My Commission Expires:



IRELA G EVANS
My Commission CC388710
Expires Jun. 23, 1998
Bonded by ANB
800-852-5878

H96000015008

H96000015008

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
 DOMICILE FOR SERVICE OF PROCESS WITHIN THE STATE, NAMING
 AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in
 compliance with said Act:

First-That CELLULAR ACCESS LONG DISTANCE SERVICE, INC. desiring to
 organize under the laws of the State of Florida with its principal office as indicated in the
 articles of incorporation at City of Miami, County of Dade, State of Florida has named
 Luis G. Coello agent located at 444 Brickell Ave. Suite 820, City of Miami, County of
 Dade, State of Florida 33131, as its agent, to accept service of process within this state.

ACKNOWLEDGMENT;

Having been named to accept service of process for the above stated corporation,
 at place designated in this certificate. I hereby accept to act in this capacity, and agree to
 comply with the provision of said Act relative to keeping open said office.

By  _____

Signature

Registered Agent

Luis G. Coello

FILED
 96 OCT 26 PM 2:36
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

H96000015008