

1/24/96

FLORIDA DIVISION OF CORPORATIONS
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((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

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CERTIFICATE OF INCORPORATION

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-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

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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

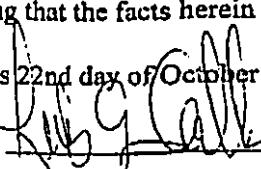
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ARTICLE ELEVEN

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 F16011c, 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 O EVANS
My Commission CC386710
Expires Jun. 23, 1998
Bonded by ANB
600-882-5878

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

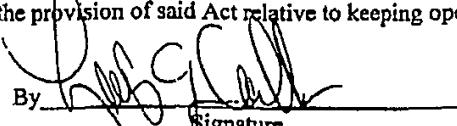
In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in
compliance with said Act:

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

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FLORIDA
CORPORATION
COMMISSION
ALL INFORMATION
CONTAINED
HEREIN IS UNPUBLISHED
AND IS PROTECTED
BY FEDERAL
AND STATE
LAW FROM
UNAUTHORIZED
DISCLOSURE
BY THE
RECIPIENT.

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