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HARPER, KYNES

002/004

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FLORIDA DIVISION OF CORPORATIONS

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(H96000017973 4)

TO: DIVISION OF CORPORATIONS

FAX #: (904) 911-1111

FROM: HARPER, KYNES, GELLER  
CONTACT: JACK J GELLER  
PHONE: (813) 799-4840

ACCT#: 070651000745

FAX #: (813) 797-8206

NAME: CELL-STAR, INC.

AUDIT NUMBER.....H96000017973

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

CERT. OF STATUS...0

PAGES..... 2

CERT. COPIES.....0

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HARPER, KYNES

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**HARPER, KYNES, GELLER, WATSON & BUFORD, P.A.**

**ATTORNEYS AT LAW**

2560 GULF TO BAY BOULEVARD  
SUITE 300  
CLEARWATER, FLORIDA 34625  
TELEPHONE (813) 799-4840  
FAX (813) 797-8206

OF COUNSEL:  
FRANK C. LOGAN  
DEBORAH POMEROY KYNES

121 NORTH ORICOLA AVENUE  
SUITE 300  
P.O. Box 2774 (Zip 34617-2774)  
CLEARWATER, FLORIDA 34615  
TELEPHONE (813) 447-7373  
FAX (813) 447-2440

PLEASE REPLY TO:

Our File #

#8243/14518

CHARLES A. BUFORD\*\*  
JACK J. GELLER\*\*\*  
CLARK H. GIBBON\*\*\*  
J. BRUCE HARPER\*  
C. ALLEN KYNES, JR.  
DENNIS R. POMEROY  
DENNIS J. WATSON

\*BOARD CERTIFIED  
CIVIL TRIAL LAWYER

\*\*ALSO ADMITTED TO  
PRACTICE IN NEW YORK

\*\*\*ALSO ADMITTED TO  
PRACTICE IN CALIFORNIA

\*BOARD CERTIFIED  
BUSINESS LITIGATION LAWYER

December 24, 1996

VIA FACSIMILE

Secretary of State  
Corporation Division  
409 East Gaines Street  
Tallahassee, FL 32399

RE: Cell-Star, Inc.  
Fax Audit No. H96000017973 4

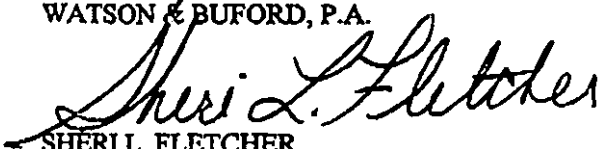
Dear Sir or Madam:

I am sending to you by facsimile the original Electronic Filing Cover Sheet and Articles of Incorporation for the above corporation. Please fax us confirmation at your earliest convenience.

Thank you for your attention in this matter.

Very truly yours,

HARPER, KYNES, GELLER,  
WATSON & BUFORD, P.A.

  
SHERI L. FLETCHER  
Legal Assistant

Enclosures

H96000017973 4

ARTICLES OF INCORPORATION  
OF  
CELL-STAR, INC.

FILED  
96 DEC 24 PM 1:05  
SEC  
CLERK  
1116  
1116

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

Cell-Star, Inc. shall be the name of this corporation, and the mailing address and its principal office shall be: 115 - 112th Avenue N.E., #801, St. Petersburg, Florida 33716.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have on hand at any time is 10,000 shares of common stock having \$1.00 par value. The authorized capital stock may be paid for in cash, services or other property at a just value to be fixed by the board of directors of the corporation at any regular or special meeting of the same.

ARTICLE IV - ADDRESS AND RESIDENT AGENT

The street address of the initial registered office of this corporation is: 115 - 112th Avenue N.E., #801, St. Petersburg, Florida 33716, and the name of the initial registered agent of the corporation at that address is: Thomas E. Wilkes. Having been so named to accept said service of process, said registered agent hereby accepts said designation to act in said capacity and agrees to comply with the provisions of the Florida Statutes relating to keeping open said office and so accepts by signing the Articles of Incorporation hereunder.

THIS INSTRUMENT PREPARED BY:  
JACK J. GELLER, Attorney  
2560 Gulf To Bay Boulevard  
Suite 300  
Clearwater, Florida 34625  
813 - 799-4840  
Florida Bar No. 243991

H96000017973 4

### ARTICLE V - DIRECTORS

The corporation shall have no less than one director nor more than nine (9). The number may be increased or decreased as may be authorized by the Bylaws of this corporation. The number of directors constituting the initial Board of Directors shall be six (6).

### ARTICLE VI - INITIAL INCORPORATOR

Incorporators

Address

Thomas E. Wilkes

115 - 112th Avenue N.E. #801  
St. Petersburg, FL 33716

IN WITNESS WHEREOF, I, the undersigned, have set my hand and seal to the foregoing Articles of Incorporation for Cell-Star, Inc. and acknowledge the same under the laws of the State of Florida, this 24 day of December, 1996.



Thomas E. Wilkes  
Incorporator and Registered  
Agent

ocllart

FILED  
96 DEC 24 PM 1:10  
SECRET  
FEDERAL BUREAU OF INVESTIGATION  
U.S. DEPARTMENT OF JUSTICE

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01/07/97  
1/07/97

**P96000103259**

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

0003  
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((H97000000359 4))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: HARPER, KYNES, GELLER  
CONTACT: JACK J GELLER  
PHONE: (813)799-4840

ACCT#: 070651000745

FAX #: (813)797-8206

NAME: CELL-STAR, INC.

AUDIT NUMBER.....H97000000359

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
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SECRETARY OF  
TALLAHASSEE, FLORIDA

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01/07/97 16:05

813 797 8206

HARPER, KYNES

001/003

**HARPER, KYNES, GELLER, WATSON & BUFORD, P.A.**

CHARLES A. BUFORD\*\*  
JACK J. GELLER\*\*  
CLARK H. GREENLEAF\*\*\*  
J. BRUCE HARPER\*  
C. ALLEN KYNES, JR.  
DONALD R. PEMBERTON  
DENNIS J. WATSON

\*BOARD CERTIFIED  
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PRACTICE IN CALIFORNIA

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2560 GULF TO BAY BOULEVARD  
SUITE 300  
CLEARWATER, FLORIDA 34625  
TELEPHONE (813) 799-4840  
FAX (813) 797-8206

PLEASE REPLY TO

OF COUNSEL:  
FRANK C. LOGAN  
DEBORAH POINTER KYNES

121 NORTH ORCEOLA AVENUE  
SUITE 300  
P.O. Box 2774 (Zip 34617-2774)  
CLEARWATER, FLORIDA 34615  
TELEPHONE (813) 447-7373  
FAX (813) 447-2440

OUR FILE #

#8243/14518

January 7, 1997

VIA FACSIMILE

Secretary of State  
Corporation Division  
409 East Gaines Street  
Tallahassee, FL 32399

RE: Cell-Star, Inc.  
Fax Audit No. H97000000359 4

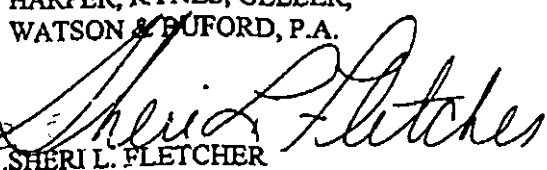
Dear Sir or Madam:

I am sending to you by facsimile the original Electronic Filing Cover Sheet and Articles of Amendment to the Articles of Incorporation for the above corporation. Please fax us confirmation at your earliest convenience.

Thank you for your attention in this matter.

Very truly yours,

HARPER, KYNES, GELLER,  
WATSON & BUFORD, P.A.

  
SHERI L. FLETCHER  
Legal Assistant

Enclosures



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 8, 1997

CELL-STAR, INC.  
115 - 112TH AVENUE N.E.  
#801  
ST. PETERSBERG, FL 33716

SUBJECT: CELL-STAR, INC.  
REF: P96000103259

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

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) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Aud. #: H97000000259  
Letter Number: 197A00000842

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ARTICLES OF AMENDMENT TO THE ARTICLES  
OF INCORPORATION OF  
CELL-STAR, INC.

97 JAN -8 PM 12:27

SECRET  
TALLA STATE  
JORDA

Pursuant to the provisions of Section 607.1005 of the Florida Business Corporation Act, the undersigned, as sole incorporator of the Corporation, adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is CELL-STAR, INC.
2. Article III, Capital Stock, is hereby amended to read as follows:

## "ARTICLE III - CAPITAL STOCK

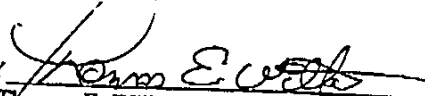
The maximum number of shares of stock that this corporation is authorized to have on hand at any time is 10,000 shares of common stock having \$.01 par value. The authorized capital stock may be paid for in cash, services or other property at a just value to be fixed by the board of directors of the corporation at any regular or special meeting of the same.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares which the shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting the shareholder to exercise his/her pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation."

3. The amendment was duly approved by the sole incorporator on January 7, 1997, in accordance with Section 607.1005. The above amendment was adopted without shareholder action which was not required.

DATED: 1-7, 1997.

CELL-STAR, INC.

BY   
Thomas E. Wilkes, Sole Incorporator

cellstar.amd

THIS INSTRUMENT PREPARED BY:

JACK J. GELLER, Attorney  
2560 Gulf To Bay Boulevard  
Suite 300  
Clearwater, Florida 34625  
813 - 799-4840  
Florida Bar No. 243991

H97000000359 4