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**P96000103259**

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: HARPER, KYNES, GELLER  
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NAME: CELL-STAR, INC.

AUDIT NUMBER.....H97000000359

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

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HARPER, KYNES

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

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PLEASE REPLY TO:

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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*  
SHERI L. FLETCHER  
Legal Assistant

Enclosures

RECEIVED

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01/08/97 08:28 Fl. Dept. of State p1 /1

HARPER KYNES

001/002



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. #: H97000000359  
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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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  
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Suite 300  
Clearwater, Florida 34625  
813 - 799-4840  
Florida Bar No. 243991

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