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DONNA L. DRAVES  
ATTORNEY AND COUNSELOR AT LAW

120 EAST CONCORD STREET  
(407) 423-1183

ORLANDO, FLORIDA 32801  
FAX (407) 841-6746

December 31, 1996

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

400002045714--5  
-01/03/97--01159--005  
\*\*\*\*122.50 \*\*\*\*122.50

RE: INTERNATIONAL CELLULAR, INC.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above-referenced corporation along with the Designation of and Acceptance by Registered Agent and my Check #3117 in the amount of \$122.50 for the filing fee.

Also enclosed please find a copy of the Articles of Incorporation to be certified and returned to our office.

Thank you for your assistance in this matter.

Very truly yours,

*Donna L. Draves*

Donna L. Draves

DLD/keas

Enclosures: Original Articles of Incorporation  
Copy of Articles of Incorporation  
Check #3117 (\$122.50)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JAN -3 PM 3:28

FILED

JAN 2 1:55B

**FILED**

97 JAN -3 PM 3: 28

**ARTICLES OF INCORPORATION** SECRETARY OF STATE  
**OF** TALLAHASSEE, FLORIDA  
**INTERNATIONAL CELLULAR, INC.**

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

**ARTICLE I**

**NAME**

The name of the corporation shall be INTERNATIONAL CELLULAR, INC.

**ARTICLE II**

**NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or of any other state, county, territory or nation.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is TEN THOUSAND (10,000) Shares of common stock. Each share shall have a par value of \$1.00 per share.

**ARTICLE IV**

**ADDRESS**

The street address of the initial registered office of the corporation shall be 120 E. Concord Street, Orlando, Florida 32801 and the name of the initial Registered Agent for the corporation is Donna L. Draves.

## **ARTICLE V**

### **SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish compliance.

## **ARTICLE VI**

### **TERM OF EXISTENCE**

This corporation shall exist perpetually.

## **ARTICLE VII**

### **LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his or her services, in the absence of fraud or wrongdoing shall be indemnified, whether then in office or not, for any and all reasonable costs or expenses incurred by him or her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him or her by reason of his or her being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## **ARTICLE VIII**

### **SELF DEALING**

No contract or other such transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors or officers of any other corporation, and directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from his contracting with the corporation for the benefit of himself/herself or any firm, association or corporation in which he or she may be in any way interested. Any of the directors of the corporation may vote upon any and all transaction(s) with the corporation without regard to the fact that he or she is also a director of such subsidiary or corporation.

ARTICLE IX

DIRECTORS

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

DANIEL GRACIA  
3717 Yosemite Drive  
Orlando, Florida 32818

JOHN COMBAS  
827 Mercado Avenue  
Orlando, Florida 32807

ARTICLE X

INCORPORATOR

The name and address of the Incorporator is:

JOHN COMBAS  
827 Mercado Avenue  
Orlando, Florida 32807

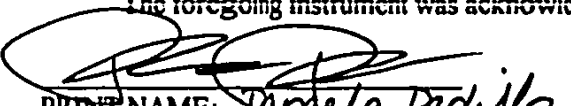
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 17th day of December, 1996.

INCORPORATOR:

 (LS)  
JOHN COMBAS

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 17th day of December, 1996.

  
PRINT NAME: *Pamela Padilla*  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission expires: 12-22-99



PAMELA PADILLA  
COMMISSION # CC 520425  
EXPIRES DEC 22, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

FILED

DESIGNATION AND ACCEPTANCE  
OF REGISTERED AGENT

97 JAN -3 PM 3:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following is submitted in compliance with the laws of the State of Florida.

INTERNATIONAL CELLULAR, INC., a corporation organized under the laws of the State of Florida, with its principal office located at 1234 W. Fairbanks Avenue, Winter Park, Florida 32789, has named Donna L. Draves whose address is 120 E. Concord Street, Orlando, Florida 32801, as its Registered Agent to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law. I further state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.


REGISTERED AGENT:

  
DONNA L. DRAVES

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Donna L. Draves to me known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same.

WITNESS my hand and official seal this 17th day of December, 1996.

  
PRINT NAME: Pamela Padilla  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires: 12-22-99



PAMELA PADILLA  
COMMISSION # CC 520425  
EXPIRES DEC 22, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.