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307 Airport Pulling Rd. North
P.O. Box 7128/Naples, FL 34101
(941) 643-6263 Fax (941) 643-5243

Attorneys at Law
RICHARD D. SPARKMAN
JEFFREY C. QUINN
KAREN S. BEAVIN

Law Offices
Sparkman, Quinn, P.A.

January 23, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

800002075028--9
-01/31/97--01076--001
****122.50 ****122.50

Re: CELLULAR POWER, INC.

Dear Sir:

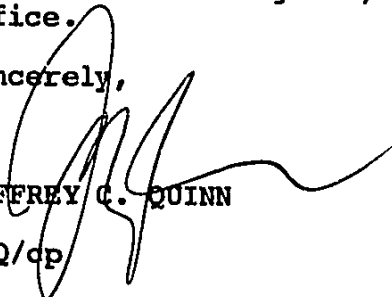
In reference to the above, please find enclosed the following:

1. Articles of Incorporation of CELLULAR POWER, INC.
2. Designation of Registered Agent.
3. Check in the amount of \$122.50 covering the following:

a. Filing Fee	\$ 35.00
b. Registered Agent Fee	\$ 35.00
c. Certified Copy	\$ 52.50

Please file the original, certify the copy, and return same to this office.

Sincerely,


JEFFREY C. QUINN

JCQ/cp

Enclosures as stated

FILED
97 JAN 31 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CELLULAR POWER, INC.

FILED
97 JAN 31 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers, a natural persons competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the laws of the State of Florida.

ARTICLE ONE

NAME

The name of this corporation is CELLULAR POWER, INC.

ARTICLE TWO

DURATION

The duration of this corporation shall be perpetual.

ARTICLE THREE

PURPOSE

The purpose of this corporation is the transaction of any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR

STOCK

The corporation shall have authority to issue 7,500 shares of common stock consisting of one class only. The stock shall have a par value of \$1.00 per share.

ARTICLE FIVE

SUBSCRIBERS

The names and street addresses of the subscribers of the initial issue of stock under these Articles of Incorporation are Stephen Meek, 2553 Longboat Drive, Naples, Florida 34104 and Mary

Meek, 2553 Longboat Drive, Naples, Florida 34104.

ARTICLE SIX

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office shall be 307 Airport Road North, Naples, Florida 34104. The name of the initial registered agent at such address shall be Jeffrey C. Quinn.

ARTICLE SEVEN

CORPORATION'S PRINCIPAL OFFICE

The corporation's principal address is 2553 Longboat Drive, Naples, Florida 34104.

ARTICLE EIGHT

MANAGEMENT

The corporation shall be managed by the shareholders of the corporation instead of a Board of Directors.

ARTICLE NINE

INCORPORATORS

The names and addresses of the Incorporator's are Stephen Meek, 2553 Longboat Drive, Naples, Florida 34104 and Mary Meek, 2553 Longboat Drive, Naples, Florida 34104.

ARTICLE TEN

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed the foregoing Articles of Incorporation on this 27th day of January, 1997, in Naples, Collier County, Florida.

Stephen Meek
STEPHEN MEEK

Mary Meek
MARY MEEK

STATE OF FLORIDA

COUNTY OF COLLIER

Before me personally appeared STEPHEN MEEK, known to me personally or identified to me by Personally Known as the person described in and who executed the foregoing instrument, and acknowledge to and before me that he executed said instrument for purposes therein expressed.

WITNESS my hand and official seal, this 24th day of January, 1997.

Lynn M. Johnson
Notary Signature

Printed Name

Lynn M. Johnson

Seal:

Commission No. _____

STATE OF FLORIDA

COUNTY OF COLLIER



LYNN M. JOHNSON
COMMISSION # CC 555926
EXPIRES JUL 8, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

Before me personally appeared MARY MEEK, known to me personally or identified to me by Personally Known as the person described in and who executed the foregoing instrument, and acknowledge to and before me that she executed said instrument for purposes therein expressed.

WITNESS my hand and official seal, this 24th day of January, 1997.

Lynn M. Johnson
Notary Signature

Printed Name

Lynn M. Johnson

Seal:

Commission No. _____




LYNN M. JOHNSON
COMMISSION # CC 555926
EXPIRES JUL 8, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

DESIGNATION OF REGISTERED AGENT

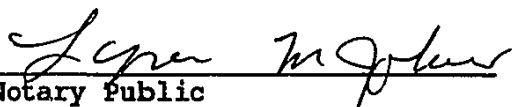
STEPHEN MEEK and MARY MEEK, the incorporators of CELLULAR POWER, INC. hereby designates JEFFREY C. QUINN of 307 Airport Road North, Naples, Florida 34104, to be the registered agent of CELLULAR POWER, INC. and JEFFREY C. QUINN by and through this document, hereby accepts the appointment to be registered agent of CELLULAR POWER, INC.


Incorporator


Incorporator


Jeffrey C. Quinn

SWORN TO and subscribed before me on this 24th day of January, 1997.


Notary Public

Lynn M. Johnson
Printed Name of Notary

Seal:

My Commission Expires:

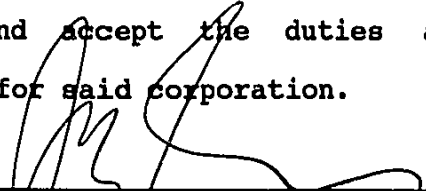


LYNN M. JOHNSON
COMMISSION # CC 555926
EXPIRES JUL 8, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

WRITTEN ACCEPTANCE BY REGISTERED AGENT FOR

CELLULAR POWER, INC.

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said corporation.


JEFFREY C. QUINN

SWORN TO and subscribed before me on this 27th day
of January, 1997.


Notary Public

Lynn M. Johnson
Printed Name of Notary Public

Seal:

My Commission Expires:



LYNN M. JOHNSON
COMMISSION # CC555826
EXPIRES JUL 8, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA