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March 21, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: New Filings

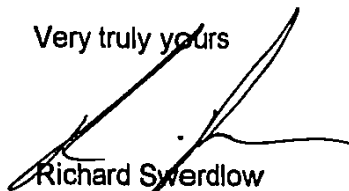
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*****70.00 *****70.00

To whom it may concern:

Enclosed are two original Articles of Incorporation for Brickell Cellular, Inc. and a check for \$70.00 for our filing fee. Please stamp one copy of the Articles and return to us in the self addressed stamped envelope for our records.

If you have any questions please call me at (954) 921-1234.

Very truly yours


Richard Sywerdlow

RS/mg
Enclosures

FILED
97 MAR 31 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 2

BSB

305-921-1234
800-822-WORKS (822-9475)

Fax: 305-921-5118

E-Mail: works@cellworks.com

3380 North 28th Terrace • Hollywood • Florida • 33020



ARTICLES OF INCORPORATION
OF
BRICKELL CELLULAR, INC.
(A FLORIDA CORPORATION)

FILED
97 MAR 31 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida and do hereby further certify that I have become such corporation under and pursuant to the following Articles of Incorporation:

ARTICLE I

The name is the corporation is :

Brickell Cellular, Inc.

ARTICLE II

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

ARTICLE III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is:

One Thousand (1,000) Shares Without Par Value.

ARTICLE IV

The amount of capital with which this corporation shall and does hereby begin business, shall be and is the sum of Five Hundred Dollars (500.00).

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office of this corporation shall be and is:
3380 N 28th Terrace, Hollywood, Florida 33020.

ARTICLE VII

The number of the Directors of this corporation shall be Two. That number may be increased from time to time by the by-laws adopted by the stockholders.

ARTICLE VIII

The name and address of the first Board of Directors, who subject to the provision of this Certificate of Incorporation, by-laws of this corporation and the 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 qualified.

NAME	STREET ADDRESS
Richard Swerdlow	3380 N 28th Terrace Hollywood, FL 33021
Andres Link	3380 N 28th Terrace Hollywood, FL 33021

ARTICLE IX

The street address of the initial registered office of the corporation shall be 3380 N 28th Terrace, Hollywood, Florida 33020, and the name of the initial registered agent of the corporation at the address is Richard Swerdlow, Esq.

ARTICLE X

The name and mailing address of the incorporator is as follows:

NAME	MAILING ADDRESS
Andres Link	3380 N 28th Terrace Hollywood, FL 33020

ARTICLE XI

The officers of this corporation shall be President, a Secretary, a Treasurer and such other officers and agents as may be deemed necessary, including one or more Vice Presidents. All officers and agents shall be chosen in such a manner, hold their offices for such terms and have such powers and duties as may be prescribed by the by-laws or determined by the Board of Directors.

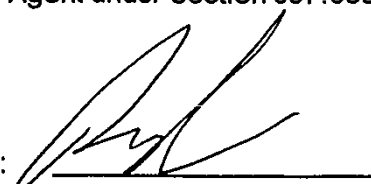
The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stock holders therein are granted subject to this reservation.

IN WITNESS WHEREOF, I the undersigned, incorporator has hereunto set my hand this sixteenth day of May A.D. 1996, for the purpose of forming this corporation under the office of the Secretary of State of Florida, and certify that the facts stated herein in these Articles of Incorporation are true.


Andres Link
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Richard Swerdlow Esq., an individual residing in this state, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above foregoing Articles, is familiar with and accepts the obligations of the Registered Agent under Section 607.0505, Florida Statutes.

By: 
Richard Swerdlow
Brickell Cellular, Inc.

Dated: March 21, 1997

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97 MAR 31 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA