

D97000029918
March 28, 1997

Division of Corporations
New Filings Section
Florida Department of State
Secretary of State
P.O. Box 6327
Tallahassee, fl. 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 31 PM 1:06

Please file the enclosed Articles of Incorporation for Guaranteed Cellular, Inc.,

Enclosed please find a check in the amount of \$122.50 for filing fees.

Please assign a document number for this corporation and return the certificate to:

Kenneth R. McKay
Resident Agent for Guaranteed Cellular, Inc.
7530-11 103rd St.
Jacksonville, Fl. 32210

Respectfully,

Kenneth R. McKay

Kenneth R. McKay
Resident Agent

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ARTICLES OF INCORPORATION
OF
GUARANTEED CELLULAR, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 31 PM 1:07

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

This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

Article I. Name. The Name of the corporation is Guaranteed Cellular, Inc.

Article II. Term of Existence. This corporation shall have perpetual existence.

Article III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United State and of this State.

Article IV. Capital Stock. This corporation is authorized to issue 1000 shares with a \$1.00 par value.

Article V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

Article VI. Preemptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 7530-11 103rd St., Jacksonville, Fl. 32210 and the name initial of the registered agent of this corporation at that address is Kenneth McKay.

Article VIII. Initial Board of Directors. The corporation shall have 2 Directors initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never less than two. The names and addresses of the initial Directors of this corporation is/are:

Kenneth McKay
7530-11 103rd St.
Jacksonville, Fl. 32210

Larry Langford
7530-11 103rd St.
Jacksonville, Fl. 32210

Article IX. Officers. The initial officers of the corporation will be: Kenneth McKay, President, Secretary, Treasurer. Larry Langford, Vice-President.

Article X. Incorporator. The person(s) signing these Articles of Incorporation has the following name and address:

Kenneth McKay
7530-11 103rd St.
Jacksonville, Fl. 32210

Larry Langford
7530-11 103rd St.
Jacksonville, Fl. 32210

Article XI. By-Laws. The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

Article XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

Article XIII. The Street address of the Principle place of business is: 7530-11 103rd St., Jacksonville, Fl. 32210.

Article XIV. The Address of the Registered Agent is: 7530-11 103rd. St., Jacksonville, Fl. 32210. This address is the same as principal place of business.

Article XV. Corporation is effective upon acceptance of these article by Department of State.

IN WITNESS WHEREOF, the undersigned subscriber(s) has executed these Articles of Incorporation this 27th day of March, 1997.

Kenneth R. McKay (SEAL)
Larry W. Langford (SEAL)

STATE OF FLORIDA
COUNTY OF Duval

BEFORE ME, the undersigned authorities, personally appeared, Kenneth McKay and Larry Langford, known to be and known by me to be the persons who executed the foregoing Articles of Incorporation and he/she acknowledged before me that he/she executed the same for the use and purpose therein expressed.

WITNESS my hand and official seal this 27th day of March 1997

Barbara A. Scott
NOTARY PUBLIC

My Commission Expires: 8/28/00

PRODUCER FLORIDA DRIVERS
LICENSE



Barbara A. Scott
MY COMMISSION # CC580965 EXPIRES
August 28, 2000
BONDED THROUGH TROY FAIR INSURANCE, INC.

CONSENT TO APPOINTMENT AS REGISTERED AGENT

SECRET
DIVISION OF CORPORATIONS
97 MAR 31 PM 1:07

TO: Secretary of State
State of Florida
Division of Corporations
Department of State
Tallahassee, Fl. 32304

I, Kenneth McKay, do hereby consent to serve as registered agent
for the corporation, Guaranteed Cellular, Inc., this 27 day of MARCH
1997.

x Kenneth R. McKay
Kenneth McKay

Address of registered agent:

7530-11 103rd Street
Jacksonville, Fl. 32210