

P4700031791

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

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-04/08/97--01072--028

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Cellular Florida Acquisition, Inc.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☒ Walk in

☒ Pick up time _____

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

Profit

NonProfit

Limited Liability

Domestication

Other

AMENDMENTS

Amendment

Resignation of R.A., Officer/Director

Change of Registered Agent

Dissolution/Withdrawal

Merger

OTHER FILINGS

Annual Report

Fictitious Name

Name Reservation

**REGISTRATION/
QUALIFICATION**

Foreign

Limited Partnership

Reinstatement

Trademark

Other

FILED
97 APR -8 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(1) Stamped Filed.
(1) Certified.

RECEIVED
97 APR -8 AM 11:00
DIVISION OF CORPORATION

Examiner's Initials

ARTICLES OF INCORPORATION
OF

CELLULAR FLORIDA ACQUISITION, INC.

I, THE UNDERSIGNED, being desirous of establishing a corporation for profit under the laws of the State of Florida, do make, subscribe and acknowledge these Articles of Incorporation, pursuant to Chapter 607 of the Florida Business Corporation Act, and other applicable provisions of the Corporation Law of the State of Florida, and acts amendatory thereof and supplemental thereto.

FIRST: The name of the corporation is:

CELLULAR FLORIDA ACQUISITION, INC.

SECOND: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Florida.

THIRD: The corporation shall be authorized to issue the following shares:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Common Stock	1,000	\$0.01

FOURTH: The address of the initial registered and principal office of this corporation in this state is c/o United Corporate Services, Inc., 801 Northeast 167th Street - Suite 300, North Miami Beach, Florida 33162 and the name of the registered agent at said address is Ray A. Barr.

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

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97 APR - 8 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name

Leo Silverstein, Esq.

Address

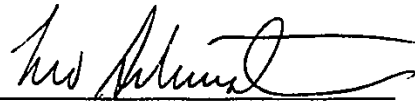
One Citicorp Center
153 East 53rd Street, 56th Floor
New York, New York 10022

SIXTH: Any person who was or is a party or is threatened to be made a party to any proceeding, (whether or not by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be entitled to be indemnified by the corporation to the full extent then permitted by law against liability incurred in connection with such proceeding, including any appeal thereof. Such right of indemnification shall incur whether or not the claim asserted is based on matters which antedate the adoption of this Article SIXTH. Such right of indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall incur to the benefit of the heirs and personal representatives of such a person. The indemnification provided by this Article SIXTH shall not be deemed exclusive of any other rights which may be provided now or in the future under any provision currently in effect or hereafter adopted by the By-Laws, by any agreement, by vote of stockholders, by resolution of disinterested directors, by provision of law, or otherwise.

SEVENTH: No director of the corporation shall be personally liable to the corporation or any other person for monetary damages for breach of fiduciary duty as a director, except for liability (i) for a violation of criminal law, unless the director has reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, (ii) for any transaction from which the director directly or indirectly derived an improper personal benefit, (iii) under section 607.144 of the Florida General Corporation Act, (iv) for conscious disregard for the best interest of the corporation or willful misconduct, or (v) for recklessness or an act or omission which was committed in bad faith or with a malicious purpose

or in a matter exhibiting wanton and willful disregard of human, rights, safety, or property.

IN WITNESS WHEREOF, the undersigned has this made and subscribed these Articles of Incorporation at
New York, New York for the uses and purposes aforesaid.

A handwritten signature in cursive script, appearing to read "Leo Silverstein", written over a horizontal line.

Leo Silverstein, Esq.

ACCEPTANCE AS REGISTERED AGENT

OF

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated:

4/7/97

UNITED CORPORATE SERVICES, INC.

Ray A. Barr - President

Registered Office Address:

801 Northeast 167th Street - Suite 300
North Miami Beach, Florida 33612

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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