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): DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: U.S.A. PAGE & CELLULAR, INC.
AUDIT NUMBER.....H97000006900
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION
OF
U.S.A. PAGE & CELLULAR, INC

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be: U.S.A. PAGE & CELLULAR, INC.

ARTICLE II

This corporation is organized for the following purposes:

A. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

B. To conduct all types of businesses and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in any and all foreign countries.

Prepared by: Mark Perlman, P.A.
1820 E. Hallandale Beach Blvd..
Hallandale, FL 33009
FBN: 256714
954-456-1333

MARK PERLMAN, P.A.
1820 EAST HALLANDALE BEACH BOULEVARD, HALLANDALE, FL 33009
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C. To engage in, render or carry on any service or other business as principal or agent, with powers to let contracts for any such service or product; and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purposes of the Corporation.

D. To acquire by purchase or otherwise for investment or resale, and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by conveyance,

E. To factor, lend or borrow money, be a surety and to execute and deliver, accept, take and receive notes, bonds, debentures or other evidences thereof, and mortgages, trust deeds, pledges or other securities for the payment of same.

F. To act as agent, broker or attorney-in-fact for any persons, firms or corporations in buying, selling and dealing in real or personal property or services of whatsoever kind or nature, and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to.

G. To acquire, hold, undertake and fully exploit the good will, property, rights, franchises, assets of every kind, and the liabilities of any person, firm, association or corporation, either wholly or partly; and to pay for same in cash, stocks or bonds of the Company or otherwise.

H. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights

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and trademarks, and any license or other rights or interests therein and thereunder.

I. To purchase, subscribe for, or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent, broker, or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes evidencing shares of or interest in common law trust, trusts, and trust estates or associations, certificates or trust or beneficial interests in trusts, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to; and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

J. To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital or for any other object in or about its business of affairs and without limit as to amount; and to secure the payment of money in any lawful manner.

K. To enter into any partnership, limited or general, as Limited or General Partner, or both, and to enter into any other arrangement for profit-sharing, union of interest, or corporation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business or transaction

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MARK PERLMAN, F.A.

1820 EAST HALLANDALE BEACH BOULEVARD, HALLANDALE, FL 33008

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deemed necessary, convenient, or incidental to carrying out any of the purposes of this Corporation.

L. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; capital stock owned by the Corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders, quorum or vote.

M. To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the Corporation, either as holders of, or interest in any property or otherwise.

N. To exercise all of the powers which are now or may here-after be conferred upon corporations generally by the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: FIVE HUNDRED (500) SHARES at ONE (\$1.00) DOLLAR par value per share, common stock.

ARTICLE IV

The amount of capital with which this Corporation shall commence business shall be not less than FIVE HUNDRED (\$500.00) DOLLARS.

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MARK PERLMAN, P.A.
1820 EAST HALLANDALE BEACH BOULEVARD, HALLANDALE, FL 33008
TEL (954) 484-1333 • MIAMI (305) 844-8122 • FAX (954) 484-8081

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ARTICLE V

This Corporation shall exist perpetually unless sooner dissolved by law.

ARTICLE VI

The principal place of business and registered office of this Corporation shall be:

U.S.A., Page & Cellular, Inc.
c/o Mark Perlman, P. A.
1820 E. Hallandale Beach Boulevard
Hallandale, Florida 33009

The Registered Agent at the above address is MARK PERLMAN.

ARTICLE VII

This Corporation will be managed by the Directors and officers.

ARTICLE VIII

The names and addresses of the Directors and Officers of the Corporation are:

President/Secretary	Mark Perlman	1820 E. Hallandale Beach Boulevard
Treasurer		Hallandale, FL 33009

ARTICLE IX

The name and address of the Incorporator signing these Articles is:

MARK PERLMAN
1820 E. Hallandale Beach Boulevard
Hallandale, FL 33009

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MARK PERLMAN, P.A.
1820 EAST HALLANDALE BEACH BOULEVARD, HALLANDALE FL 33009
TEL (954) 484-1333 • MIAMI (305) 844-8282 • FAX (954) 484-8081

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ARTICLE X

The Corporation shall indemnify any officer or former officer to the full extent permitted by law.

Having been named to accept service or process for the above-stated Corporation at the place designated herein, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


MARK PERLMAN

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinabove named, for the purpose of forming a Corporation to do business both within and without the State of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal on this 28 day of April, 1997.


MARK PERLMAN

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MARK PERLMAN, P.A.
1820 EAST HALLANDALE BEACH BOULEVARD, HALLANDALE, FL 33008
TEL (884) 484-1338 • MIAMI (305) 864-8252 • FAX (884) 484-6081

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STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared MARK PERLMAN, to me well known to be the individual described in and who executed the foregoing ARTICLES OF INCORPORATION, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal in the County and State aforesaid on this 28 day of April, 1997.

Zelda Rotman
NOTARY PUBLIC

My commission expires:



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MARK PERLMAN, P.A.
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