



THE UNITED STATES
CORPORATION
COMPANY

P970000039031

ACCOUNT NO. : 072100000032

REFERENCE : 350620 10913A

AUTHORIZATION :

Patricia Pizzit

COST LIMIT : \$ 70.00

ORDER DATE : May 1, 1997

ORDER TIME : 10:23 AM

ORDER NO. : 350620-005

CUSTOMER NO: 10913A

CUSTOMER: Angela Tiru, Esq
ANGELA TIRU, ESQ

300002161913--2

2600 North Andrews Avenue
Fort Lauderdale, FL 33311

DOMESTIC FILING

NAME: ALLSTATE BEEPER & CELLULAR
SERVICE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

FILED
97 MAY -1 PM 1:20
TALLAHASSEE, FLORIDA

RECEIVED
97 MAY -1 AM 11:53
TALLAHASSEE, FLORIDA

MAY - 1 1997

FILED
97 MAY -1 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ALLSTATE BEEPER & CELLULAR SERVICE, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ALLSTATE BEEPER & CELLULAR SERVICE, INC

The address of the principal office of this corporation shall be: 704 South Federal Highway, Fort Lauderdale, Florida 33316, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2600 North Andrews Avenue, Fort Lauderdale, Florida 33311, and the name of the initial registered agent of the corporation at that address is Angela Abbatiello Tiru.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have two officers and one director, initially. The name and street address of the initial officers and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Susan Buscemi
Dir/President

704 South Federal Highway
Fort Lauderdale, Florida 33316

Robert Epstein
Dir/Vice President

704 South Federal Highway
Fort Lauderdale, Florida 33316

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Robert Epstein
704 South Federal Highway
Fort Lauderdale, Florida 33316

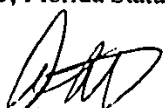
IN WITNESS WHEREOF, the undersigned has hereunto set his hand on April 30, 1997.



ROBERT EPSTEIN

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Angela Abbatiello Tiru having a business office at 2600 North Andrews Avenue, Fort Lauderdale, Florida 33311 and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligation of the position of Registered Agent under Section 607.0505, Florida Statutes.



Angela Abbatiello Tiru

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAY -1 PM 1:20

FILED