

MAY-02-1997 11:28 FROM THE COMPANY CORP. TO 19049224001 P.01

P97000039334

((H97000007252 4))

TO: DIVISION OF CORPORATIONS
(904)922-4001

FAX #:

FROM: THE COMPANY CORPORATION
076660001006

ACCT#:

CONTACT: REGINA CEPHAS
PHONE: (302)575-0440
(302)575-1346

FAX #:

NAME: MEMORIAL HWY CELLULAR PHONE & DEEPER CONNECT

AUDIT NUMBER.....H97000007252

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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ENTER SELECTION AND <CR>:

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TALLAHASSEE, FLORIDA

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19049224001 P.02

**ARTICLES OF INCORPORATION
OF
MEMORIAL HWY CELLULAR PHONE & BEEPER CONNECTION, INC.**

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST: The name of the corporation shall be MEMORIAL HWY CELLULAR PHONE & BEEPER CONNECTION, INC.
- SECOND: The address of the initial registered office of the corporation is 5835 Memorial Hwy., Unit #13, Tampa, FL 33615. The name of the agent at said address is Debbie Hayes-Goldberg.
- THIRD: The principal address of the corporation is 5835 Memorial Hwy., Unit 13 Tampa, FL 33615.
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations be organized under the Florida Business Corporation Act .
- FIFTH: The total authorized stock of this corporation is divided into 100 shares at no par value.
- SIXTH: The number of directors constituting the initial board of directors is three, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:
- Debbie Hayes-Goldberg 5592 Baywater Dr., Tampa, FL 33615.
Michael Lynn 61-33 224th St., Bayside, NY 11364.
Marcy Lynn 61-33 224th St., Bayside, NY 11364.
- SEVENTH: The duration of the corporation is perpetual.
- EIGHT: This is a close corporation.
- NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:
- 9 / MAY -2 AM 11:41
STATE
TALLAHASSEE, FLORIDA

Debbie Hayes-Goldberg 5592 Baywater Dr., Tampa, FL 33615.
Michael Lynn 61-33 224th St., Bayside, NY 11364.
Marcy Lynn 61-33 224th St., Bayside, NY 11364.

The duration of the corporation is perpetual.

EIGHT: This is a close corporation.

NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Wendy Snow 1313 N. Market Street, Wilmington, DE 19801.

We (1), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 30th day of April, 1997.

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 30th day of April, 1997 by Wendy Snow

day of April, 1997 by Wendy Snow

Laura H. Griffin
Notary Public

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by Wendy Snow, 1313 N. Market Street, Wilmington, DE 19801. (302) 575-0440.

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 43.091, Florida Statutes, the following is
submitted:

First, this Memorial Hwy Cellular Phones & Paper Connection, Inc
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of TAMPA, State of
Florida, has named DEBBIE HAYES-GORDEN located at
5835 Memorial Hwy
TAMPA, FL 33615 as its agent for service of
process within Florida.

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.

Debbie Hayes Gordon

Date

04/23/97RECEIVED BY STATE
TALLAHASSEE, FLORIDA

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