

MAY 09-1997 09:27 FROM THE COMPANY CORP TO 19049224001 P.01

P970000041311

((H97000007662 4))

TO: DIVISION OF CORPORATIONS
(904)922-4001

FAX #:

FROM: THE COMPANY CORPORATION
076660001006

ACCT#:

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

FAX #:

(302)575-1346

NAME: SOUTH CELL COMMUNICATIONS, INC.

AUDIT NUMBER.....H97000007662

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

CERT. OF STATUS..0

PAGES..... 2

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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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8/11/97

ARTICLES OF INCORPORATION
OF

H970000076624

South Cell Communications, 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 South Cell Communications, Inc.
- SECOND: The address of the initial registered office of the corporation is 200-A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.
- THIRD: The principal address of the corporation is 200 A John Knox Rd., Tallahassee, FL 32303.
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- FIFTH: The total authorized stock of this corporation is divided into 1,500 shares at no par value.
- SIXTH: The number of directors constituting the initial board of directors is two, 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:

Michael A. Love 3430 Progress Drive, Suite F, Bensalem, PA 19020.
Mark A. Peritz 3430 Progressive Drive, Suite F, Bensalem PA 19020.

SEVENTH: The duration of the corporation is perpetual.

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

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

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 6th day of May, 1997.

Wendy Snow

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 6th day of May, 1997 by Wendy Snow.

H970000076624

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

Susan M. Griffin
Notary Public

This document was prepared by Wendy Snow, 1313 N. Market Street, Wilmington, DE 19801-1151. (302) 575-0440.

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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 South Cell Communications, Inc.
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of Tallahassee, State of
Florida, has named Larry Wolfe located at
200-A John Knox Road, Tallahassee, FL 32303
_____ 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.



May 6, 1997
Date

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