

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Profit

1.) Brickell Communications, Inc.
(CORPORATE NAME & DOCUMENT #)

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97 AUG -5 PM 3:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

8/5/97

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97 AUG -5 AM 11:58
DIVISION OF CORPORATIONS

SPECIAL INSTRUCTIONS _____

ARTICLES OF INCORPORATION
FOR
BRICKELL COMMUNICATIONS, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is

BRICKELL COMMUNICATIONS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 2250 S.W. 3rd Ave., 5th Floor, Miami, FL 33129.

ARTICLE III - DIRECTORS

The name and address of the initial director(s) is

James L. Weintraub
2250 S.W. 3rd Ave., 5th Floor
Miami, FL 33129

ARTICLE IV - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time are one million (1,000,000) having a par value of one dollar (\$1.00) per share.


ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent for this corporation is James L. Weintraub, 2250 S.W. 3rd Ave., 5th Floor, Miami, FL 33129.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator for this corporation is Corporate Access, Inc., 1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303.

The undersigned incorporator has executed these Articles of Incorporation this 5th day of August, 1997.



Corporate Access, Inc.
President - Danny Bennett

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: BRICKELL ^{Communications} ~~CELLULAR~~, INC.

2. The name and address of the registered agent and office is:

JAMES L. WEINTRAUB
(NAME)

2250 SW 3RD AVE., 5TH FLOOR
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

MIAMI, FL. 33129
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

James Weintraub
(SIGNATURE)

8/2/97
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314

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TALLAHASSEE FLORIDA

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