

LAW OFFICES
STEVEN M. ROSEN

ADMITTED TO PRACTICE IN
FLORIDA AND NEW YORK

5601 BUILDING
5601 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33137
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September 25, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-09/29/97--01119--004
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Re: First Cellular, Inc.

Dear Sirs:

Please be advised that the undersigned attorney represents the principal of the above referenced corporation.

In conjunction therewith, I am enclosing an original and one copy of the Articles of Incorporation, together with my firm check in the amount of \$122.50, therein reflecting your filing fee.

Upon your receipt of these documents, kindly file same and return copies evidencing said filing to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

STEVEN M. ROSEN

SMR:mm
encl.
cp/cotista.lt2

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9/30/97

ARTICLES OF INCORPORATION

OF

FIRST CELLULAR, INC.

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SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the Corporation is:

FIRST CELLULAR, INC.

The principal address of the Corporation shall be:

3550 Biscayne Boulevard, Suite 705
Miami, Florida 33137

ARTICLE II - NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 500 shares of one class of common stock having \$1.00 par value.

The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV - PREEMPTIVE RIGHTS

- All Shareholders of the Corporation shall be vested with full preemptive rights.

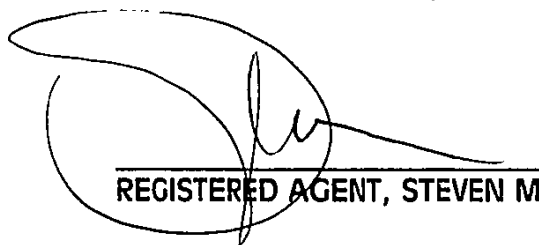
**ARTICLE V - INITIAL REGISTERED AGENT
AND INITIAL REGISTERED OFFICE**

The Corporation's Initial Registered Agent and Registered Office in the State of Florida is:

STEVEN M. ROSEN
5601 Biscayne Boulevard
Miami, Florida 33137

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in this Article of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



REGISTERED AGENT, STEVEN M. ROSEN

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of directors constituting the Initial Board of Directors of the Corporation is one (1).

ARTICLE VII - INITIAL DIRECTOR

The name and address of the Initial Board of Director is:

HENRY COTE
3550 Biscayne Boulevard, Suite 705
Miami, Florida 33137

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator executing this Article of
Incorporation is:


HENRY COTE

3550 BISCAYNE BOULEVARD, SUITE 705
MIAMI, FLORIDA 33137

ARTICLE IX

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME, personally appeared HENRY COTE, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESSED my hand and official seal in the County and State named hereto above, this 25 day of September, 1997.

My Commission Expires:


NOTARY PUBLIC, STATE OF FLORIDA

STEVEN M. ROSEN
PRINTED NAME OF NOTARY

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TALLAHASSEE, FLORIDA