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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: AMERICO CELLULAR, INC.

AUDIT NUMBER.....H97000016375

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

CERT. OF STATUS..0

PAGES.....4

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

OF

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

ARTICLE I NAME

The name of the corporation shall be: Americo Cellular, Inc.

The principle place of business of this corporation shall be: 2640 NW 5th Avenue
Miami, FL 33127

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or lawfull 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 aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:.....(500)
Shares of common stock; having par value of:.....(\$ 1.00) each

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

<u>NAME(S)</u>	<u>TITLE(S)</u>	<u>ADDRESS(ES)</u>
Santosh S. Gopalani	President	683 Lone Pine Lane, Weston FL 33327
Raneet Walia	Secretary	683 Lone Pine Lane, Weston FL 33327

Sandy H. Cho, CPA
2750 NW 3rd AVE #9
Miami, FL 33127
(305) 576-4434

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ARTICLES VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation is (are):

NAME(S)


Santosh S. Gopalani

ADDRESS (ES)

683 Lone Pine Lane
Weston, FL 33327

IN WITNESS WHEREOF, the undersigned incorporator(s) has have executed these Articles of Incorporation this 29th day of September, 1997.

Signature(s) of incorporator(s)



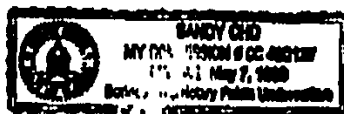
STATE OF FLORIDA
COUNTY OF _____

Date _____

THE FOREGOING instrument was acknowledged and sworn to before me this 29th day of September, 1997, by Santosh S. Gopalani
(Name of incorporator)

of Americo Cellular, Inc.

(Name of Corporation)



State of Florida
(SEAL) at large



Notary Public

My Commission Expires: May 7, 2000

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**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.325, 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: Americo Cellular, Inc.

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


Sandy H. Cho

2750 NW 3rd Ave. #9

(P.O. BOX NOT ACCEPTABLE)

Miami, FL 33127

(CITY/STATE/ZIP)

SIGNATURE 
(Corporate Officer)

TITLE President

DATE Sept. 29, 1997

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 THE STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 
(Registered Agent)

DATE September 29, 1997

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