

Charter Number Only

P97000089895

Anthony T. Lepore

Requestor's Name

18145 SW 5 Court

Address

Pembroke Pines FL 33029

City

State

ZIP

Phone

(954) 433-2126A

VALIDATION ONLY

000002328755--0

10/20/97--01004--032

\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

Cellular Now!, Inc.



Empire Toll Free: 1-800-432-3028

97 OCT 20 AM 11:59



Profit

NonProfit

( ) Amendment

( ) Merger

( ) Foreign

( ) Dissolution

( ) Mark

( ) Limited Partnership

( ) Annual Report

( ) Other

( ) Reinstatement

( ) Reservation

( ) Change of Registered Agent



Certified Copy

( ) Photo Copies

( ) Certificate Under Seal



( ) Call When Ready

( ) Call If Problem

( ) After 4:30



Walk In

( ) Will Wait



Pick Up

( ) Mail Out

Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

CR2E031 (R8-85)

Certified Copy

CELLULAR NOW!, INC.

ARTICLES OF INCORPORATION

THE UNDERSIGNED, desiring to incorporate a corporation under the provisions of the Florida Corporation Act does hereby certify:

1. The name of the corporation is CELLULAR NOW!, INC.
2. The term for which the corporation is to exist is perpetual.
3. The general nature of the business to be transacted by the corporation shall be to engage in any act permitted under the laws of the United States of America and of the State of Florida, as limited by the provisions of the Florida Corporation Act.
4. The aggregate number of shares of capital stock which the corporation shall have the authority to issue is five hundred (500) shares of common stock having a par value of one dollar (\$1.00) each.
5. The initial principal office of the corporation shall be located at 8225 Midnight Pass Road, Sarasota, FL 34242. Registered Agent shall be ANTHONY T. LEPORE, ESQ., P.A.
6. The initial Board of Directors shall be comprised of two (2) members. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than two (2).

The names and addresses of the initial Directors are:

<u>NAME</u>	<u>ADDRESS</u>
BRIAN AHERN	8225 Midnight Pass Road, Sarasota, FL 34242
LUCILLE R. MCCARTNEY	45 W. High Point St., Stuart, FL 34996

7. The name and address of the incorporator hereof is:

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SEC  
TAL

NAME

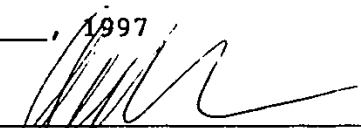
ADDRESS

ANTHONY T. LEPORE, ESQ. 18145 S.W. 5th Ct, Pembroke Pines FL 33029

8. The formation of the corporation shall be effective as of the date of execution and acknowledgment hereof.

9. With respect to all shares of stock of the corporation, every Shareholder upon a sale for cash or other property of any such new shares of stock, or options or warrants therefore, shall have the pre-emptive right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price at which such new shares of stock, or option or warrants therefor, are offered to others.

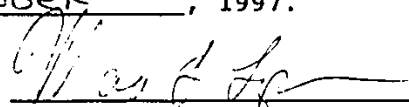
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 17 day of October, 1997.

  
ANTHONY T. LEPORE, ESQ.

STATE OF FLORIDA )  
                                  ) ss:  
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared ANTHONY T. LEPORE, ESQ. who (is known to me personally)(produced a valid driver's license as identification) and upon being first duly sworn acknowledged that he executed the foregoing document freely and voluntarily and for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 17 day of October, 1997.

  
NOTARY PUBLIC, State of Florida

My Commission expires:



MARA F. LEPORE  
My Commission CC560740  
Expires Jun. 06, 2000

CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE VERIFIED

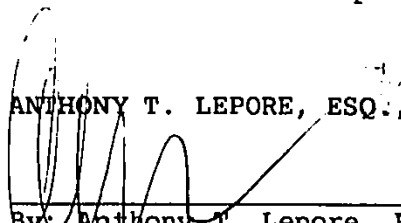
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That CELLULAR NOW!, INC., desiring to organize under the laws of the State of Florida, with its principal office at 8225 Midnight Pass Road, Sarasota, FL 34242, County of Sarasota, State of Florida, has named ANTHONY T. LEPORE, ESQ., P.A. located at 18145 S.W. 5th Court, Pembroke Pines, Broward County, Florida 33029 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated entity, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.

ANTHONY T. LEPORE, ESQ., P.A.

By:  Anthony T. Lepore, Esq.

97 OCT 20 PM 12:00

FILED