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MICHAEL T. KOVACH

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Florida Bar No. 156697
203 Courthouse Square
Inverness, FL 34450

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February 6, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee FL 32314

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*****70.00 *****70.00

SUBJECT: Charles Pope Cellular Communications, Inc.

Gentlemen:

Enclosed please find original and copy of the Articles of Incorporation of this proposed corporation.

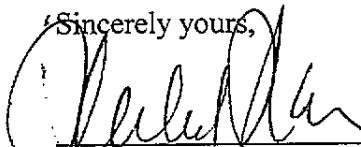
Please endorse your approval of the Articles on the copy and return same to our office.

Our check in the amount of \$70.00 is enclosed to cover the filing fee.

If you have any questions pertaining to this matter, please do not hesitate to contact me.

With best regards, I am

Sincerely yours,



Michael T. Kovach

MTK/jcm

Enclosure: as stated

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK FEB 11 1998

ARTICLES OF INCORPORATION
OF
CHARLES POPE CELLULAR COMMUNICATIONS, INC.

Article I.
Name.

The name of this corporation is **CHARLES POPE CELLULAR COMMUNICATIONS, INC.** It's address is 1028 Southeast Fifth Avenue, Crystal River, FL 34429.

Article II.
Purpose.

This corporation is organized for the purpose of transacting any or all lawful business.

Article III.
Capital Stock.

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

Article IV.
Preemptive Rights.

Every shareholder, upon the sale for cash or any new stock of this corporation of the same kind, class or series as that which he(she) already holds, shall have the right to purchase his(her) prop rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V.
Initial Registered Office and Agent.

The street address of the initial registered office of this corporation is 203 Courthouse Square, Inverness, FL 34450, and the name of the initial registered agent of this corporation is MICHAEL T. KOVACH, at that address.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Article VI.
Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or decreased (diminished) from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of this corporation is:

CHARLES L. POPE
1028 Southeast Fifth Avenue
P.O. Box 38
Crystal River, FL 34423-0023

Article VII.
Incorporator.

The name and address of the person signing these articles is:

CHARLES L. POPE
1028 Southeast Fifth Avenue
P.O. Box 38
Crystal River, FL 34423-0023

Article VIII.
By-laws.

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

Article IX.
Cumulative Voting.

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or be distributing such votes on the same principle among any number of such candidates.

Article X.
Approval of Shareholders Required for Merger.

The approval of the shareholders of this corporation to any such plan of merger shall be required in every case, whether or not such approval is required by law.

Article XI.
Indemnification.

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XII.
Amendment.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) has(have) executed these Articles of Incorporation this 4th day of February, 1998.



CHARLES L. POPE

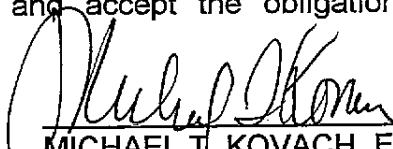
REGISTERED AGENT'S
FORMAL ACKNOWLEDGMENT
AND ACCEPTANCE

HAVING BEEN NAMED as Registered Agent and designated to accept Service of Process for the above named corporation at the place designated hereinabove:

I HEREBY ACCEPT the appointment as Registered Agent and agree to act in this capacity.

I FURTHER AGREE to comply with the provisions of the applicable statutes relating to the proper and complete performance of my duties,

I AM FAMILIAR with and accept the obligation of my position as Registered Agent.



MICHAEL T. KOVACH, Esquire
203 Courthouse Square
Inverness, FL 34450
Phone: (352) 344-5551


**STATE OF FLORIDA
COUNTY OF CITRUS**

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared CHARLES L. POPE, known to me or who identified himself through Florida Driver's License No P100-152-47-182-0, as the person who executed the foregoing Articles of Incorporation, and he did or did not take an oath that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereto set my hand and official seal this 4th day of February, 1998.

Seal:

Jean C. Mills
Notary Public
Printed Name
My Commission Expires: _____

 <p>JEAN C. MILLS Notary Public, State of Florida My comm. expires Mar. 15, 2000 Comm. No. CC538442</p>

This document prepared by:
MICHAEL T. KOVACH, Esquire
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Inverness, FL 34450
Florida Bar No 156697
Phone: (352) 344-5551

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