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LEROY ALLEN (1902-1975)

L. ROBERT FRANK (1924-1989)

JOHN R. TRINKLE, JR. (1928-1991)

GARY M. WITTERS (1931-1998)

AUTOMATIC TELECOPIER  
(813) 229-6682

May 12, 1998

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

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-05/18/98--01021--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: I - Touch Worldwide Cellular, Inc.

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation of I-Touch Worldwide Cellular, Inc. Please file the same and have the copy enclosed date stamped and returned to me in the enclosed, postage paid envelope.

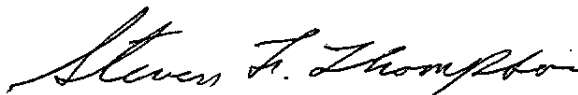
In payment of filing charges, we enclose herewith our firm check in the amount of \$70.00, which represents payment of the following items:

- |    |  |         |
|----|--|---------|
| 1. | Filing fee for the Articles of Incorporation | \$35.00 |
| 2. | Designation of Registered Agent              | \$35.00 |

**TOTAL** **\$70.00**

Thank you for your assistance in this matter and should you have any questions regarding this matter, please feel free to contact my office.

Very truly yours, .

  
Steven F. Thompson, Esquire

SFT/amy

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 18 PM 3:59

BROWN MAY 20 1998

**ARTICLES OF INCORPORATION**

**OF**

**I - TOUCH WORLDWIDE CELLULAR, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 18 PM 3:59

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - Name**

The name of the corporation is I - TOUCH WORLDWIDE CELLULAR, INC.

**ARTICLE II - Principal Office**

The principal office and the mailing address of the Corporation is 17943-A Sailfish Drive, Lutz, Florida, 33549, subject to change and relocation by the Board of Directors.

**ARTICLE III - Duration of the Corporation**

The duration of the Corporation is perpetual. The corporate existence is to commence at the date and time of the filing of the Articles of Incorporation by the Department of State.

**ARTICLE IV - Capitalization**

The aggregate number of shares which the Corporation is authorized to issue is one hundred (100). Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

**ARTICLE V - Registered Office and Agent**

The street address of the initial registered office of the Corporation is 17943 -A Sailfish Drive, Lutz, Florida 33549, and the name of the initial registered agent at such address is Patrick J. Green.

**ARTICLE VI - Directors**

The number of Directors constituting the Corporation's initial Board of Directors is one. The name and address of each person who is to serve as a member of the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Patrick J. Green	17943-A Sailfish Drive Lutz, Florida 33549

#### **ARTICLE VII - Incorporator**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Patrick J. Green	17943-A Sailfish Drive Lutz, Florida 33549

#### **ARTICLE VIII - Bylaws**

The power to adopt, alter, amend or repeal Bylaws of the Corporation shall be vested in the Board of Directors and the shareholders. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group, except that any Bylaws adopted by the shareholders may provide that it can only be altered, amended or repealed by the shareholders.

#### **ARTICLE IX - Amendment**

The power to amend or repeal the Articles of Incorporation may be exercised in the manner provided by the Florida General Corporation Act as follows:

A. A resolution of the Board of Directors setting forth the proposed changes may be submitted to the shareholders at a shareholders' meeting, if notice of the changes to be made is

given; and shall be adopted on receiving the affirmative vote of the holders of a majority of the shares entitled to vote thereon;

B. All the directors and all the shareholders of the Corporation eligible to vote may sign a written statement manifesting their intention that the change shall thereby be adopted;

C. The shareholders may amend or repeal these Articles of Incorporation without an act of the directors at a meeting for which notice of the changes to be made is given; or


D. If no shares have been issued, these Articles of Incorporation may be amended or repealed by the affirmative vote of the majority of the directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 11 day of MAY, 1998.

  
Patrick J. Green  
Incorporator

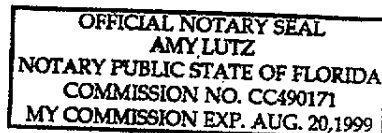
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 11th day of May, 1998, by Patrick J. Green, who is personally known to me, or who produced \_\_\_\_\_ as identification.

  
Notary Public

Printed Name of Notary Public

My commission expires:



**DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 18 PM 3:59

PURSUANT TO THE PROVISIONS OF FLORIDA STATUTE §607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA:

1. The name of the Corporation is I-TOUCH WORLDWIDE CELLULAR, INC.
2. The name and address of the Registered Agent and Registered Office is

Patrick J. Green  
17943-A Sailfish Drive  
Lutz, Florida 33549

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.

  
PATRICK J. GREEN

Date: MAY 11, 1998

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

SWORN TO and subscribed before me by Patrick J. Green, who is the President of I-Touch Worldwide Cellular, Inc. and who is personally known to me or who produced \_\_\_\_\_ as identification on this 11th day of May, 1998.

  
Notary Public, State of Florida  
My Commission Expires:

OFFICIAL NOTARY SEAL  
AMY LUTZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC490171  
MY COMMISSION EXP. AUG. 20, 1999