

7/17/98

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CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: CELLOTEL, INC.

AUDIT NUMBER.....H98000013308

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

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Caroline

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ARTICLES OF INCORPORATION

OF

CELLUTEL, INC.

The undersigned associates for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes, providing for the formation, liability, rights, privileges and immunities of the corporation.

ARTICLE ONE

The name of the corporation is: CELLUTEL, INC.

The business address of CELLUTEL, INC., is: One East Broward Blvd., Suite 700, Fort Lauderdale, Florida 33301

ARTICLE TWO

This corporation shall commence its existence as of the date of the filing of these articles, and its existence shall be perpetual.

ARTICLE THREE

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

ARTICLE FOUR

This corporation is authorized to issue 1000 shares of common stock with a par value of One (\$1.00) Dollar per share.

ARTICLE FIVE

The name and address of the initial registered agent and street address of the initial registered office of this corporation are: Jonathan S. Friedman, One East Broward Blvd., Suite 700, Fort Lauderdale, Florida 33301.

ARTICLES PREPARED BY:

Jonathan S Friedman
Barnett Bank Plaza
1 East Broward Blvd Ste 700
Fort Lauderdale, FL 33301
(954) 713-2828
FB No: 973297

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ARTICLE SIX

The number of directors constituting the initial board of directors of this corporation shall not be less than one (1). The initial number of directors shall be three (3), and the number of directors may be increased and decreased from time to time by the by-laws of this corporation. The name and address of the initial directors are:

- (1) Michael E. Jones, 440 S. Andrews Ave., Fort Lauderdale, Florida 33301
- (2) Jonathan S. Friedman, One East Broward Blvd., Suite 700, Fort Lauderdale, Florida 33301
- (3) Gary T. Lazarus, One East Broward Blvd., Suite 700, Fort Lauderdale, Florida 33301

ARTICLE SEVEN

The initial officers of the corporation shall be:

- (1) Michael E. Jones, President, 440 S. Andrews Ave., Fort Lauderdale, Florida 33301
- (2) Jonathan S. Friedman, Vice President, One East Broward Blvd., Suite 700, Fort Lauderdale, Florida 33301
- (3) Gary T. Lazarus, Secretary/Treasurer, One East Broward Blvd., Suite 700, Fort Lauderdale, Florida 33301

ARTICLE EIGHT

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purposes without counting the votes or consents of such interested

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directors; or

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(b) The fact of such relationship or interest is disclosed and known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee or the stockholders.

ARTICLE NINE

The power to amend, adopt and/or repeal the By-Laws for the corporation shall be reserved to the shareholders.

ARTICLE TEN

Special meetings of stockholders may be called at any time by the President or holders of ten percent (10%) of all outstanding shares.

ARTICLE ELEVEN

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

ARTICLE TWELVE

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them.

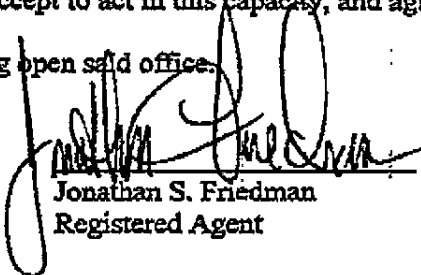
ARTICLE THIRTEEN

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: CELLUTEL, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Fort Lauderdale, County of Broward, State of Florida, has named Jonathan S. Friedman, One East Broward Blvd., Suite 700, Fort Lauderdale, Florida 33301, as its agent to accept service of process within this state.

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


Jonathan S. Friedman
Registered Agent

ARTICLE FOURTEEN

The name and address of the incorporators are:

- (1) Michael E. Jones, 440 S. Andrews Ave., Fort Lauderdale, Florida 33301
- (2) Jonathan S. Friedman, One East Broward Blvd, Suite 700, Fort Lauderdale, Florida 33301
- (3) Gary T. Lazarus, One East Broward Blvd., Suite 700, Fort Lauderdale, Florida 33301


Michael E. Jones

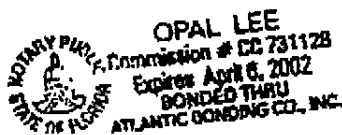
STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME personally appeared Michael E. Jones, who is well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 16th day of July, 1998.


NOTARY PUBLIC

My Commission Expires:




Jonathan S. Friedman

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STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME personally appeared Jonathan S. Friedman, who is well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 16th day of July, 1998.

Amy Beth Korland
NOTARY PUBLIC

My Commission Expires:



AMY BETH KORLAND
My Commission CCS20899
Expires Dec. 25, 1998

Gary T. Lazarus
Gary T. Lazarus

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME personally appeared Gary T. Lazarus, who is well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 16th day of July, 1998.

Amy Beth Korland
NOTARY PUBLIC

My Commission Expires:



AMY BETH KORLAND
My Commission CCS20899
Expires Dec. 25, 1998

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