

TRANSMITTAL LETTER

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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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SUBJECT: NDIAN RIVER CELLULAR, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Michael S. McDonald
Name (Printed or typed)

1717 So. U.S. #1
Address

Ft. Pierce, Florida 34950
City, State & Zip

561-460-9900
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG 28 PM 1:12

APPROVED
AND
FILED

B. BROCK SEP 1 1998

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
INDIAN RIVER CELLULAR, INC.

APPROVED
AND
FILED
JUG 28 PM 1:12
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereinbelow set out, being a natural person competent to contract, does hereby petition to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be INDIAN RIVER CELLULAR, INC. under which name the corporation shall do business at 1717 So. U.S. #1, Ft. Pierce, Florida 34950 or as from time to time appears necessary to otherwise designate.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be:

- (a) The sale and/or service of communications and related technologies including but not limited to cellular telephones and/or pagers.
- (b) The corporation may be engaged in related businesses operated toward the promotion of the said business, to do and perform any kind of acts having to do with the same including operating and maintaining materials, equipment, rolling stock, ownership of real property, rental of storage or disbursing bays, and to do any and all items having to do with the said business.
- (c) To do and perform any and every kind of an act having to do with the above lawful services, to buy, sell, encumber, lien, rent or repossess any and all items which are handled by the corporation.
- (d) The corporation shall have the right and authority to buy and/or sell and/or hold and/or purchase, mortgage, convey, real and/or personal property in the name of the corporation and/or in the interest of promoting the abovesaid business or independent thereof as may appear from time to time necessary in the exercise of powers conferred upon the corporation by the laws of Florida and such corporations as may be formed under the act pursuant to the Statute under which this corporation is formed.
- (e) The corporation shall conduct business at 1717 So. U.S. #1, Ft. Pierce, Florida 34950 and at such other places as from time to time may appear to the best interest of the corporation.

(f) The corporation shall have the right to contract or be contracted with, to incur debts, or borrow money, issue and/or sell bonds, debentures, notes, shares in the corporation representing capital stock or ownership of the shareholder, to execute mortgage liens, transfers of corporate property or execute such instruments as may be necessary to secure the payment of corporate indebtedness as from time to time required.

(g) The corporation shall have the right to purchase the corporate assets of any other corporation or entity and engage in the same or other businesses to the interest of the object and purposes of this corporation.

(h) To acquire by purchase, subscription or gift, and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or dispose of or deal generally with any of the shares of capital stock of other corporations whether for holding or speculation, or voting trust certificates in respect of the shares of capital stock, script, warrants, rights, bonds, debentures, notes, trust receipts or securities, or other choses in action or any evidence of debt or interest issued or created by any corporation, joint stock company, syndicate, association, firm, trust or person or other entity, public or private, or by or for the government of the United States and to do any and all acts and things necessary or deemed necessary or advisable for the preservation, protection, improvement and/or enhancement of the value of corporate property.

(i) The corporation shall have all of the rights conferred upon such corporations by the laws of Florida and to do any and all things to the same extent as a natural person might or could do consistent with the powers hereinabove set out.

ARTICLE III

(a) The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: One (1) hundred shares at \$10.00 each unless the same shall be properly and lawfully increased by a proper resolution of the corporation and sanctioned by Secretary of State.

(b) That no shares of stock shall be issued unless fully paid and exempt from subsequent assessment and any shares issued shall carry with the shares the presumption that the same are fully paid and non assessable.

(c) The capital stock may be paid for in money, property, labor or services as may be fixed by the corporation through its directors at a regular meeting or meeting

called for such purpose with ten days' notice; no notice to be required for a regular meeting.

(d) The original stock issued to the shareholders shall be in return for equipment and materials exchanged to the corporation for shares of stock issued to shareholders.

ARTICLE IV

The corporation shall begin business with ONE THOUSAND (\$1,000.00) DOLLARS advanced as a loan to the corporation to begin business.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

(a) The initial address of this corporation shall be: 1717 So. U.S. #1, Ft. Pierce, Florida 34950, or as otherwise appearing expedient.

(b) The Board of Directors may from time to time move the principle office to any other address in Florida or have other business addresses so long as the same shall be by the act of the Board of Directors and consistent with the By-Laws in the event By-Laws have been proposed and accepted and in the absence of establishing and accepting By-Laws, that the Board of Directors shall consist of the shareholders with the restriction that only upon the vote of 51% of the existing shareholders, may additional shares be sold and only upon 51% of the vote of shareholders shall there be equal or more Board of Directors than there are officers of the corporation.

ARTICLE VII

This corporation shall be managed by the President-Secretary-Treasurer who shall have the right to endorse and/or authorize endorsement of checks and/or bills and shall have the right to designate such persons as may in his place and stead endorse said checks or bills as appear from time to time to the best interest of the corporation. Said President-Secretary-Treasurer shall also have the authority to act on behalf of the corporation to consummate agreements and transactions, business or covenants made in the ordinary course of day to day business.

ARTICLE VIII

This corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased from time to time by the By-Laws; however, there shall never be less than one (1) Director nor more than three (3). The name and address of the initial Board of Directors of the corporation is:

MICHAEL S. McDONALD

1717 So. U.S. #1
Ft. Pierce, Florida 34950

ARTICLE IX

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

MICHAEL S. McDONALD

1717 So. U.S. #1
Ft. Pierce, Florida 34950

Issued 50 shares

(b) With the above subscriber endorsing the same, any shares of stock may be issued to such person as he may from time to time find necessary.

(c) The parties to whom stock is issued, may have the stock issued in joint names with a spouse with right of survivorship should they request the same or as otherwise requested, thereby granting to each the right to have the stock issued as requested, provided always that votes shall be regulated in accordance with the number of shares held.

(d) The corporation shall have the right to issue the original shares as endorsed by the President and the corporate attorney acting as assistant secretary and may use the same procedure to issue additional shares in addition to those set out above with the original incorporators having the right to issue an additional share with or without the sanction of the Board of Directors consistent with the above set out as subscribed by the aforementioned as have advanced to the corporation, monies or services with which the company shall begin business; all other shares shall be issued only by 51% of the shareholders owning shares and attending a regular or a called meeting with ten (10) days or more notice and passed by a majority of shares by owners present and voted and no stock shall be sold to any other person other than those herein named except as shall be first offered to the original corporate shareholders and in the event of decline, then to other shareholders, said offer to be at the stocks' then book value, prior to any sale or assignment becoming valid to any person not hereinabove named.

(e) The corporation does not restrict the right of ownership in any manner as to the stock in the corporation, however, no person by reason of ownership of stock shall have the right to transfer the same nor shall any ownership of stock be controlled by any person other than the person to whom stock is issued.

ARTICLE X


This corporation reserves the right to amend or repeal any provision contained in these ARTicles of Incorporation, or any amendment hereto, by a majority

vote of the Board of Directors, and any right conveyed upon the shareholders is subject to this reservation.

ARTICLE XI

The resident agent of the corporation shall be MICHAEL S. McDONALD, at 1717 So. U.S. #1, Ft. Pierce, Florida 34950, who hereinafter subscribes in a dual capacity as President-Manager, subscriber and resident agent and as resident agent, states that he is familiar with and accepts the duties and responsibilities as resident agent for said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 26th day of August, A.D., 1998.


Michael S. McDonald, Individually and as
Resident Agent

STATE OF FLORIDA
COUNTY OF ST. LUCIE

On this day, before me, the undersigned Notary Public, personally appeared before me, MICHAEL S. McDONALD to me known to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed. _____ Said person(s) is/are personally known to me. X Said person(s) provided the following type of identification: Florida driver's license.

WITNESS my hand and official seal at Ft. Pierce, St. Lucie County, Florida, this the 26th day of August, A.D., 1998..


Notary Public, State of Florida at Large

My Commission Expires:



Sharon E. Stephens
My Commission CC666427
Expires August 21, 2001

APPROVED
AND
FILED
98 AUG 28 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA