

P98000085314

ADVANTAGE PAGING & CELLULAR OF POINCIANA FILED

863 TOWNE CENTER DRIVE

POINCIANA, FLORIDA 34759

(407) 935-9200

FAX (407) 935-9850

98 OCT -2 AM 8:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

September 23, 1998

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

000002654320--7

-10/02/98--01051--015

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: ADVANTAGE PAGING & CELLULAR OF POINCIANA, INC.

EFFECTIVE DATE

9-29-98

To Whom It May Concern:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$70.00 for the filing fee. Also, enclosed is a self addressed stamped envelope to return the stamped copy back to me.

If you have any questions, please do not hesitate to contact me at the above number.

Thank you in advance for your attention to this matter.

Sincerely,

*Michelle Fisher*

Michelle Fisher  
Secretary

*Michelle Fisher* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT acceptance of  
DATE 9/29/98 principal office  
DOC. EXAM. \_\_\_\_\_

P Hall

OCT - 5 1998

(5)

ARTICLES OF INCORPORATION  
OF  
ADVANTAGE PAGING & CELLULAR OF POINCIANA, INC.

FILED

98 OCT -2 AM 8:45

The undersigned incorporator to these Articles of  
Incorporation, a natural person competent to contract, hereby  
forms a corporation for profit under the laws of the State of  
Florida.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
EFFECTIVE DATE

9-28-98

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be: ADVANTAGE PAGING &  
CELLULAR OF POINCIANA, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing as of  
the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSE

The general purposes for which the corporation is  
organized are:

1. To transact any lawful business for which  
corporations may be incorporated under the Florida Corporation  
Act; and,
2. To do such other things as are incidental to the  
foregoing or necessary or desirable in order to accomplish the  
foregoing.

ARTICLE IV - CAPITAL STOCK

1. Number and Class of Shares Authorized; Par Value.

This Corporation is authorized to issue one hundred (100)  
shares of voting common stock, having a par value of one dollar  
(\$1.00) per share, which shall be designated Common Stock.

2. Voting Rights.

The Common Stock shall possess and exercise exclusive  
voting rights and, at all meetings of the shareholders, each

this corporation shall be: 863 Towne Center Drive, Poinciana,  
FL 34759.

The name of the initial registered agent of this corporation at that address shall be: MICHELLE FISHER.

The principal address is the same.

**ARTICLE VI - INITIAL OFFICERS**

The name and street address of the initial officers of the corporation, who shall hold office for the first year in existence of this corporation or until successors are elected or appointed and have qualified, are:

Vice President: **KARL J. FISHER**

**1325 E. Vine Street  
Kissimmee, FL 34744**

Secretary: **MICHELLE FISHER**

**1325 E. Vine Street  
Kissimmee, FL 34744**

**ARTICLE VII - INITIAL DIRECTOR**

This corporation shall consist of one (2) director(s) initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and street address of the initial director of the corporation, who shall hold office for the first year in existence of this corporation or until a successor is elected or appointed and has qualified, is:

**KARL J. FISHER**

**1325 E. Vine Street  
Kissimmee, FL 34744**

**MICHELLE FISHER**

**1325 E. Vine Street  
Kissimmee, FL 34744**

**ARTICLE VIII - INCORPORATOR**

The following is the name and street address of the incorporator to these Articles of Incorporation: **Michelle Fisher, 1325 E. Vine Street, Kissimmee, FL 34744.**

record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. Preemptive Rights.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued, whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issues of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

4. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of

ARTICLE IX - BYLAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal bylaws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such bylaws.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

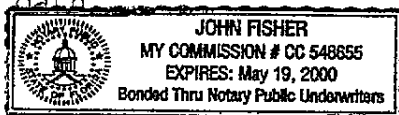
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29<sup>th</sup> day of Sept., 1998.

I hereby accept the duties and responsibilities as registered agent.

Michelle Fisher  
MICHELLE FISHER  
Incorporator/Registered Agent

STATE OF FLORIDA  
COUNTY OF OSCEOLA

29 The foregoing instrument was acknowledged before me this day of September, 1998 by MICHELLE FISHER who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.



Notary Public

Print Name John Fisher  
My Commission Expires: May 19 2000

FILED  
98 OCT -2 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA