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November 16, 1998

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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-11/17/98--01080--003
*****78.50 *****78.50

Re: Affordable Cellular, Inc.
1497 Main Street
Suite 145
Dunedin, FL 34698

Gentleman,

Enclosed please find duplicate original Articles of Incorporation together with my check in the amount of \$78.50. This represents the cost of the Filing Fees and fee for Registered Agent Designation for the above named corporation. Please file one original and return the certified duplicate original to me via overnight mail at the above address. My federal express account number is 1687 9757-4.

Very Truly Yours,

Michael A. Serritella
Michael A. Serritella

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
98 NOV 17 PM 12:10

NOV 20 1998

ARTICLES OF INCORPORATION
OF
AFFORDABLE CELLULAR, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 NOV 17 PM 12:10

The undersigned natural person of legal age, acting as
incorporator under the provisions of Florida Statutes,
Chapter 607, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be:

AFFORDABLE CELLULAR, INC.

ARTICLE II

Purposes

The corporation may engage in any activity or business
permitted under the laws of the United States of America and
of this State.

ARTICLE III

Stock Clauses

The aggregate number of shares of stock which this
corporation shall have authority to issue shall be 1,000
shares of common stock (each with a par value of \$1.00).

ARTICLE IV

Subscribers, Incorporators and Directors

The names and addresses of the Subscriber(s),
Incorporator(s) and Director(s) are:

<u>Name</u>	<u>Address</u>
Michael A. Serritella	1497 Main Street Suite 145 Dunedin, Florida 34698

ARTICLE V

Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- A. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- B. Reorganization, merger or consolidation of the corporation;
- C. Sale, lease or exchange of the major portion of the property or assets of the corporation;
- D. Dissolution of the corporation.

ARTICLE VI

Effective Date

These Articles of Incorporation shall be effective upon receipt by the Secretary of State's Office.

IN WITNESS WHEREOF, the undersigned Incorporator of this Corporation has executed these Articles of Incorporation on November 16, 1998.



President/Sec/Treasurer

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared Michael Serritella, and after being duly cautioned and sworn, did depose and say that he has affixed his name to the foregoing Articles of Incorporation of AFFORDABLE CELLULAR, INC., as the original subscriber to said corporation, for the purposes therein expressed.

WITNESS my hand and official seal at Palm Harbor,
Pinellas County, Florida, this 16 day of November,
1998.

Michael Serritella
Notary Public

My commission expires:

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

Certificate of Registered Agent
Of
Affordable Cellular, Inc.

FILED
SECRETARY OF STATE
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Pursuant to Florida Statutes Sections 48.091 and 607.0501,
the following is submitted:

The above corporation desiring to organize under the laws of
the State of Florida with its registered office as indicated
in the Articles of Incorporation at:

1497 Main Street
Suite 145
Dunedin, Florida 34698

has named: Steven H. Byle
29741 69th Street N.
Clearwater, FL 33761

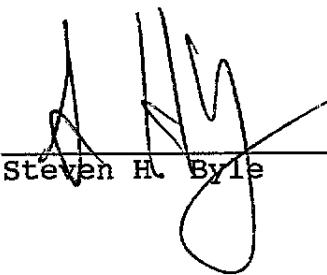
located at the aforesaid address, as its Registered Agent to
accept service of process within this state.

Acknowledgment

Having been named to accept service of process for the
above-named corporation at the place designated in this
certificate, and being familiar with the obligations of that
position, the undersigned agrees to act in this capacity, and
agrees to comply with the provisions of Florida Law relative
to keeping open such offices.

Date:

11/16/98


Steven H. Byle