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Barbara's Personal Services, Inc.
PARALEGAL & SECRETARIAL
SUITE 2A
152 8th AVENUE S.W.
LARGO, FLORIDA 33770-3613

WILLS & TYPING
BANKRUPTCY & DIVORCE
INCORPORATIONS

TELEPHONE 727 559-8505
FACSIMILE 585-9184

November 4, 1998

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

TRANSMITTAL LETTER

SUBJECT: R. A. E., INC.

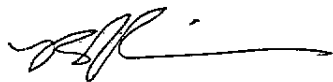
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99 JAN -7 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:
Seventy-eight & 75/100 dollars (\$78.75) for Filing Fee and Certificate.

Thank you.

FROM: Barbara S. Hicks
152 8th Avenue, S.W., Suite 2A
Largo, Florida 33770-3613
(813) 559-8505

Sincerely,



Barbara S. Hicks

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SHARON

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W98-25700



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 13, 1998

BARBARA S. HICKS
152 8TH AVE, S.W., STE. 2A
LARGO, FL 33770-3613

SUBJECT: R.A.E., INC.
Ref. Number: W98000025700

We have received your document for R.A.E., INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon Davis
Document Specialist Supervisor

Letter Number: 498A00054972

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose 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 shall be: **CELL ACC., INC.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**4100 E. Bay Drive
Suite A 2
Clearwater, Florida 33764**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **One thousand (1,000) shares.**

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Adam Grow
4100 E. Bay Drive
Suite A 2
Clearwater, FL 33764
(727) 524-2337**

ARTICLE V
INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporations are:

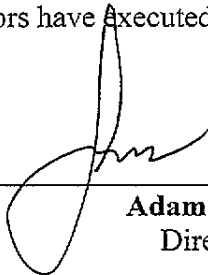
Adam Grow
Director

Erik Bell
Vice President

Ronald Pownall
Treasurer

4100 E. Bay Drive
Suite A 2
Clearwater, Florida 33764


The undersigned incorporators have executed these Articles of Incorporation this 5th day of November, 1998.



Adam Grow
Director



Erik Bell
Vice President



Ronald Pownall
Treasurer

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: CELL ACC., INC.
2. The name and address of the registered agent and office is:

ADAM GROW
4100 E. Bay Drive
Suite A 2
Clearwater, Florida 33764
727/ 524-2337

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.



ADAM GROW

This 5th day of November, 1998.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA