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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

January 5, 1999

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

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-01/20/99--01098--009
*****78.75 *****78.75

TRANSMITTAL LETTER

SUBJECT: AMERICAN CELL PAGE, INC.

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 of Status.

Thank you.

FROM: Barbara S. Hicks
152 8th Avenue, S.W., Suite 2A
Largo, Florida 33770-3613
(727) 559-8505

Sincerely,



Barbara S. Hicks

FILED
99 JAN 20 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1/25

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: **American Cell Page, Inc.**

ARTICLE II PRINCIPAL OFFICE

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

**5401 8th Avenue N.
St. Petersburg, Florida 33710**

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:

**Eric T. Bell
5401 8th Avenue N.
St. Petersburg, FL 33710
727/ 402-8888**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
INCORPORATORS

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

Ronald J. Pownall
Director

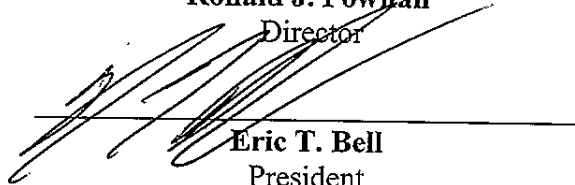
Eric T. Bell
President

5401 8th Avenue N.
St. Petersburg, FL 33710

The undersigned incorporators have executed these Articles of Incorporation this 10 day of January, 1999.



Ronald J. Pownall
Director



Eric T. Bell
President

**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: AMERICAN CELL PAGE, INC.
2. The name and address of the registered agent and office is:

ERIC T. BELL
5401 8th Avenue N.
St. Petersburg, Florida 33710
727/ 402-8888

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.


ERIC T. BELL

This 11 day of January, 1999.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA