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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

CELLULAR MANIA IN KENDALL, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 19 AM 9:15

FILED

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99 MAY 19 AM 9:15

CERTIFICATE OF INCORPORATION
OF
CELLULAR MANIA IN KENDALL, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby make, subscribe and acknowledge this certificate for the purpose of becoming a corporation under the laws of the State of Florida.

1. The name of the corporation shall be CELLULAR MANIA IN KENDALL, INC., and its existence shall be perpetual.

2. The general nature of the business to be transacted shall be to sell and rent beepers and cellular phones and to have all other powers provided by the laws of the State of Florida.

3. The capital stock of the corporation shall consist of fifty (50) shares, without nominal par value.

4. The amount of capital with which this corporation shall begin business in not less than FIVE HUNDRED DOLLARS.

5. The principal office of this corporation shall be 16300 N.E. 19 Avenue, #221, N. Miami Beach, Florida 33162.

6. The number of directors shall be at least one (1), and the names and post office addresses of the first Board of Directors and Officers are:

<u>NAME</u>	<u>OFFICER</u>	<u>POST OFFICE ADDRESS</u>
1. Adalberto Herrera	President	P.O. Box 521235 Miami, Florida 33152
2. Jacqueline Herrera	Vice-President	P.O. Box 521235 Miami, Florida 33152

7. The names and post office addresses of the subscribers to this Certificate of Incorporation, and the number of shares each agrees to take, and the consideration therefore, the proceeds of which will amount to not less than FIVE HUNDRED DOLLARS (\$500.00), are as follows:

<u>NAME AND ADDRESS</u>	<u>NO. OF SHARES</u>	<u>CONSIDERATION</u>
1. Adalberto Herrera	25	\$250.00

Prepared by: Daniel M. Keil 3165 West 4th Ave. Bialeah, Florida 33012 (305)-883-6600

2. Jacqueline Herrera

25

\$250.00

8. DANIEL M. KEIL, P.A., is hereby designated as the Registered Agent for the corporation and 3165 West 4th Avenue, Hialeah, Florida 33012.

IN WITNESS WHEREOF, the undersigned hereby subscribe to this Certificate of Incorporation at Hialeah, Florida this 17 day of May, 1999, for the uses and purposes aforesaid.


ADALBERTO HERRERA


JACQUELINE HERRERA

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared

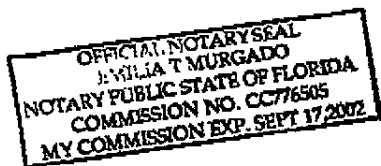
1. ADALBERTO HERRERA
2. JACQUELINE HERRERA

Describer(s) and person(s) described in and who executed the foregoing Certificate of Incorporation, who acknowledged before me that they did subscribe thereto, and did so for the uses and purposes therein contained.

SWORN TO and SUBSCRIBED before me at Hialeah, Dade County, Florida this the 17 day of May, 1999.


Notary Public, State of FL.

My Commission Expires:

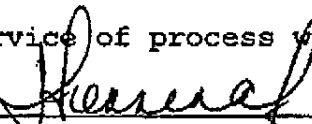


CERTIFICATE OF DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 28.091, Florida Statutes, the
following is submitted:

CELLULAR MANIA IN KENDALL, INC.

desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business at the City of Miami,
State of Florida, has named DANIEL M. KEIL, P.A. located at 3165
West 4th Avenue, Hialeah, Florida 33012, as its Agent to accept
service of process within Florida.


CORPORATE OFFICER

TITLE Vice President

DATE 5-17-99

I HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.


RESIDENT AGENT

DATE 5-17-99

FILED
99 MAY 19 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

WE, ADALBERTO HERRERA AND JACQUELINE HERRERA, HEREBY
ACKNOWLEDGE THAT WE ARE THE OWNERS OF THE FOLLOWING
CORPORATIONS:

BEEPER MANIA, INC.
BEEPER MANIA OF EAST HIALEAH, INC.
NORTH DADE BEEPER MANIA, INC.
BEEPER MANIA OF FLORIDA, INC.
BEEPER MANIA IN PEMBROKE PINES, INC.
NORTH MIAMI BEEPER MANIA, INC.
CORAL WAY BEEPER MANIA, INC.
BEST BEEPER MANIA, INC.
MIAMI'S BEST BEEPER MANIA, INC.
WEST MIAMI BEEPER MANIA, INC.
BEEPER MANIA IN CORAL SPRINGS, INC.
CELLULAR MANIA IN KENDALL, INC.
CELLULAR MANIA, INC.
PAGERS AND PHONE MANIA, INC.
CELLULAR MANIA AND BEEPERS, INC.
PAGING MANIA AND CELLULARS, INC.
PAGING MANIA, INC.
PHONE MANIA, INC.
COMMUNICATIONS MANIA ADVERTISEMENT AND PROMOTIONS, INC.
BEEPER MANIA AND CELLULARS, INC.
QUALITY BEEPER MANIA, INC.
MIAMI BEEPER MANIA, INC.
MIAMI PAGING MANIA, INC.
BEEPER MANIA OF MIAMI, INC.
BEEPING MANIA, INC.
DADE BEEPER MANIA, INC.
BEEPER MANIA OF HIALEAH, INC.
BEEPER MANIA OF SOUTH FLORIDA, INC.

DATE: 5-17-99


ADALBERTO HERRERA


JACQUELINE HERRERA