

P99000058843

C. STEPHEN ALLEN, P. A.
ATTORNEYS AT LAW

OF COUNSEL, PAPY & WEISSENBORN, P.A.
SUITE 335, ONE URBAN CENTRE
4830 WEST KENNEDY BLVD.
TAMPA, FL 33609
(813) 286-4141
(813) 286-4132 (FAX)

June 23, 1999

FILED
1999 JUN 28 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporations Division
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

400002916864-4
-06/28/99-01065-006
*****70.00 *****70.00

Re: Heath Cellular, Inc.

Gentlemen:

Please find enclosed for filing an original and one copy of the proposed Articles of Incorporation of Heath Cellular, Inc.

Also enclosed is my check in the amount of \$70.00 for the filing fee.

Upon the filing of the Articles, please return to me a copy bearing the stamp of the Office of the Secretary of State reflecting the date of the filing.

Yours truly,


C. STEPHEN ALLEN

CSA/mo

Enclosures:

Original Articles of Incorporation and one copy
Check

C. Stephen Allen GAVE
AUTHORIZATION BY PHONE TO
CORRECT Number of Directors
DATE 06-29-99
DOC. EXAM. R. Purnon

FILED

1999 JUN 28 PM 4: 45

ARTICLES OF INCORPORATION
OF
HEATH CELLULAR, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HEATH CELLULAR, INC.

The address of the principal office of this corporation shall be Suite 335, 4830 West Kennedy Boulevard, Tampa, Florida 33609, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF THE BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be Suite 335, 4830 West Kennedy Boulevard, Tampa, Florida 33609, and the name of the initial

registered agent of the corporation at that address is C.
Stephen Allen, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have three (3) officers/
directors, initially. The names and addresses of the initial
officers and directors who shall hold office for the first
year of the corporation, or until his successor is elected or
appointed are:

Peggy Schmoll
President

Heath Da'As
Vice President

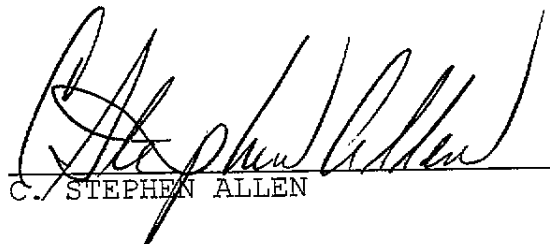
Michael Sekely
Vice President

ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these
Articles of Incorporation is:

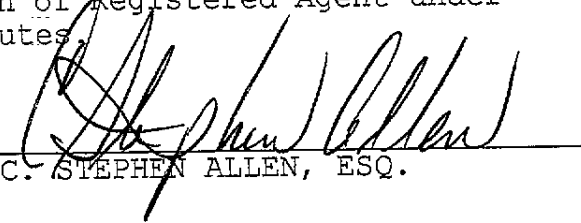
C. Stephen Allen, Esq.
Suite 335
4830 West Kennedy Boulevard
Tampa, Florida 33609

IN WITNESS WHEREOF, the undersigned has hereunto set his
hand on June 23 1999.


C. STEPHEN ALLEN

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

C. STEPHEN ALLEN, ESQ., having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


C. STEPHEN ALLEN, ESQ.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 JUN 28 PM 4: 45

FILED