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Edward W. Spooner  
3739-45th Way N.  
St. Petersburg, FL 33713

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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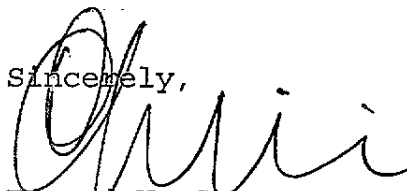
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sirs:

Enclosed is an original and one (1) copy of the articles of incorporation and the appointment of a registered agent for filing purposes.

Also enclosed is a check for \$ 70.00 to cover filing fees and designation of a registered agent. Please send me a stamped file copy. Thank you for your prompt attention to this matter.

Sincerely,



Edward W. Spooner

PH 7/22/99 ✓

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ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WHOLECELLULAR.COM, INC.

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is WHOLECELLULAR.COM, INC.

ARTICLE II - NATURE OF BUSINESS

To the same extent as natural persons might or could do, the Corporation shall have the power:

A. To carry on any lawful business whatsoever which the Corporation may deem proper or convenient, or which may be intended directly or indirectly to promote the interests of the Corporation or to enhance the value of its property.

B. To do all things contemplated by, and to have all powers set forth in, Chapter 607.011, Florida Statutes, 1983, and as amended thereafter.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares of Common Stock. Such shares shall be of a single class, and shall have a par value of ONE DOLLAR (1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be either for services of value rendered to the Corporation or cash.

ARTICLE IV - DURATION OF EXISTENCE

This Corporation is to have perpetual existence.

#### ARTICLE V - RESIDENT AGENT AND ADDRESS

The street address of the initial registered office of the Corporation in the State of Florida and principal place of business shall be 1550 McMullen Booth Rd. #207, Clearwater, FL 33759 and the name of its initial Registered Agent at such address is Edward W. Spooner. The corporation may have and establish offices, conduct business and promote its objectives within any part of the State of Florida, or in any state, District of Columbia, and territories and colonies of the United States and in foreign countries, as the Directors may designate.

#### ARTICLE VI - DIRECTORS

The management and control of the Corporation shall be vested in a Board of Directors of not less than One (1) Director. The number of Directors may be increased or decreased from time to time by Amendment to the Articles of Incorporation. Attendance by a majority of the Directors present at any meeting shall constitute a quorum. A majority of those Directors present at any meeting must vote in favor of any motion, resolution or action taken in order that same become effective and be the act and deed of the Corporation. The Board of Directors shall be elected by the holders of Common Stock of the Corporation.

The name and street address of the initial members of the Board of Directors is as follows:

NAME	ADDRESS
EDWARD W. SPOONER	3739-45th Way N. St. Petersburg, FL 33713
ZEBEDEE C. APOSTOLAKIS	5310 BELLEFIELD DR. TAMPA FL 33624

ARTICLE VII - INCORPORATORS

The name and street address of the Incorporators of this Corporation is as follows:

NAME	ADDRESS
EDWARD W. SPOONER	3739-45th Way N. St. Petersburg, FL 33713
ZEBEDEE C. APOSTOLAKIS	5310 Bellefield Dr. Tampa, FL 33624

ARTICLE VIII - OFFICERS

The names of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are as follows:

President	Edward W. Spooner
Secretary/Treasurer	William C. Wilkins
Vice President	Zebedee C. Apostolakis

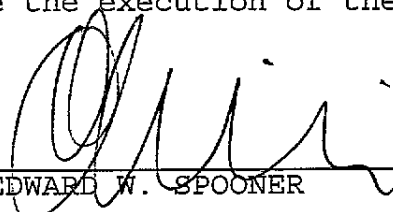
ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the Florida Statutes in effect at the time the Amendment is enacted. Every Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intentions that a certain Amendment of these Articles of Incorporation be made.

ARTICLE X - SEAL

The seal of the Corporation shall be a circular impression with the name WHOLECELLULAR.COM, INC. around the border and the words "Florida Seal 1999" in the center.

IN WITNESS WHEREOF, the undersigned Subscriber, as Incorporator of the above-named Corporation, does hereby subscribe his name and acknowledge the execution of the same on this 14 day of July, 1999.

  
EDWARD W. SPOONER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA                     )  
COUNTY OF Pinellas               ).

On this day personally appeared before me, the undersigned authority, duly authorized to administer oaths and take acknowledgments, EDWARD W. SPOONER to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed said instrument freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, in said County and State, this 14 day of July, 1999.

J. Hunter Stevens  
Notary Public

T. Hunter Stevens  
COMMISSION # CC720676 EXPIRES  
March 1, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY RESIDENT AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in the Articles, I do hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 14 day of July, 1999.

EDWARD W. SPOONER