

P99000093054

TRANSMITTAL LETTER

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

500003018355--7
-10/19/99--01053--002
*****70.00 *****70.00

SUBJECT: CELL COM, INC.
(Proposed Corporate Name)

Enclosed is an original and (1) copy of the Articles of Incorporation and our check
for \$ 70.00.

FROM:

DEVRY E. DEWAN, CPA
7006 ATLANTIC BLVD.
JACKSONVILLE, FL. 32211-8706
(904) 725-2895

Note: Please provide the original and one copy of the Articles.

FILED
99 OCT 19 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT 19 AM 8:38

CELL COM, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: CELL COM, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, all in keeping with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$10.00 par value common stock which shall be designated "Common Stock."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE, MAILING OFFICE,
AND REGISTERED AGENTS OFFICE

The street of the initial registered office, mailing office, and registered agent's office of this corporation is 9378 Arlington Expressway Suite 313, Jacksonville, FL. 32225

The name of the initial registered agent of this corporation is BRIGHT UGIAGBE

ARTICLE VII - INITIAL BOARD OF DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
<u>PRESIDENT</u> BRIGHT UGIAGBE	6328 Crestline Dr. Jacksonville, FL. 32211
<u>VICE PRESIDENT</u> FRANK ESON	Box 8973 Jacksonville, FL. 32239
<u>SECRETARY/TREAS.</u> CHARLES McCARTHY	9378 Crestline Dr. Jacksonville, FL. 32211

NAME

ADDRESS

BRIGHT UGIAGBE

6328 CRESTLINE DR.
JACKSONVILLE, FL. 32211

FRANK ESON

BOX 8973
JACKSONVILLE, FL. 32239

CHARLES McCARTHY

9378 CRESTLINE DR.
JACKSONVILLE, FL. 32211

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 30th day of September, 1999.



SUBSCRIBER BRIGHT UGIAGBE



SUBSCRIBER FRANK ESON



SUBSCRIBER CHARLES McCARTHY


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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

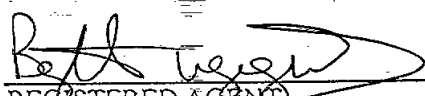
FIRST - That CELL COM, INC.

desiring to organize or qualify under the laws of the State of Florida, with its principal place of
business at the City of Jacksonville, State of Florida, has named BRIGHT UGIAGBE

located at 9378 ARLINGTON EXPRESSWAY SUITE 313, Jacksonville, Florida
32225, as its agent to accept service of process within Florida.

SIGNATURE 
BRIGHT UGIAGBE
TITLE: PRESIDENT
DATE: SEPTEMBER 30, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
CAPTIONED 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
PERFORMANCE OF MY DUTIES.

SIGNATURE 
REGISTERED AGENT
BRIGHT UGIAGBE
DATE: SEPTEMBER 30, 1999

COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared *BRIGHT UGIAGBE, FRANK ESON, and CHARLES McCARTHY.*

known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledge before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 30th day of *September, 1999.*

Camille Ann Guinan

NOTARY PUBLIC, STATE OF FLORIDA.
AT LARGE

