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OF COUNSEL

November 2, 1999

700003033907-4  
-11/03/99-01055-005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

EFFECTIVE DATE  
11-1-99

Re: *Cellor, Inc.*  
*Our File No. 99-3278*

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation and Designation and Acceptance of Registered Agent for the above referenced corporation, along with a copy of the same and this firm's check in the amount of \$70.00 for costs in filing the enclosed.

Upon completion of your filing of the Articles, kindly return a timed stamped copy of the filed Articles in the self addressed, FedEx envelope provided by this office. If you should have any questions please contact our office. The toll free number is 800-260-1529.

Thank you for your assistance regarding this matter..

Very truly yours,

*Emmy Parry*

Emmy Parry  
Legal Assistant to  
Mark E. Hager, Esq.

/ep  
Enclosures 3  
c: client

FILED  
1999 NOV -3 AM 8:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Mark Hager GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Ram  
DATE 11-8-99  
DOC. EXAM *CH*

213 PROVIDENCE ROAD, POST OFFICE BOX 3470, BRANDON, FLORIDA 33509-3470  
500 South Florida Avenue, Suite 600, Lakeland, Florida 33801

A. Howell NOV 8 1999

W99000025518

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1999 NOV -3 AM 8 19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**CELLCOR.COM, INC.**

**EFFECTIVE DATE**  
**11-1-99**

**ARTICLE I - NAME**

The name of the corporation is **CELLCOR, INC.**

**ARTICLE II - DURATION**

As provided in Florida Statutes, Chapter 607, this corporation shall exist in perpetuity.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States and of this State.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of Common Stock at \$1.00 par value.

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 AND AGENT**

The street address of the initial registered office of this corporation is 119 W. Windhorst Road, Brandon, FL, 33510, and the name of the initial registered agent of this corporation at that address is **JAMES F. LONGWELL.**

**ARTICLE VII - INITIAL ADDRESS OF THE CORPORATION**

The street address of the initial office of this corporation is 119 W. Windhorst Road, Brandon, FL 33510.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than three (3).

The name and address of the initial directors of this corporation is:

**JAMES F. LONGWELL  
119 W. Windhorst Road  
Brandon, FL 33510**

**PHYLLIS M. LONGWELL  
119 W. Windhorst Road  
Brandon, FL 33510**

**THOMAS SCOTT CONLEY  
119 W. Windhorst Road  
Brandon, FL 33510**

**ARTICLE IX - INCORPORATORS**

The name and address of the person signing these articles is:

**JAMES F. LONGWELL  
119 W. Windhorst Road  
Brandon, FL 33510**

**ARTICLE X - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

**ARTICLE XI - AMENDMENT**

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


**ARTICLE XII - INDEMNIFICATION**

In addition to any rights and duties under applicable law, the corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

**ARTICLE XIII - COMMENCEMENT OF EXISTENCE**

The Corporation shall be deemed to commence its existence on the date these Articles of Incorporation are executed.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 1<sup>st</sup> day of November, 1999.

  
JAMES F. LONGWELL, Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of November, 1999, by JAMES F. LONGWELL who has produced FL DRIVER'S LIC. as identification, and who did not take an oath.

  
NOTARY PUBLIC



Having been named registered agent to accept service of process for the above stated corporation, at the place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes in all matters relative thereto.

  
JAMES F. LONGWELL  
Registered Agent

FILED  
1999 NOV -3 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA