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OF COUNSEL
WILLIAM H. FLEECE**
**COURT CERTIFIED MEDIATOR AND
ARBITRATOR (FEDERAL AND STATE)

November 5, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 33214

500003043655--9
-11/15/99--01022--003
*****78.75 *****78.75

Re: CELLULAR CD, INC.

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation for the above-referenced. Please file the enclosed and return a certified copy of the Articles to me at your earliest convenience. I have enclosed my check in the amount of \$78.75 to cover the filing and certified copy fees.

Should you have any questions, please do not hesitate to call me.

Very truly yours,

ZACUR & GRAHAM, P.A.



PETER D. GRAHAM

PDG/so
Enclosures

1999 NOV 11 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

A. Howell NOV 15 1999

**ARTICLES OF INCORPORATION
OF
CELLULAR CD, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is CELLULAR CD, INC.

ARTICLE II

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III

This corporation is authorized to issue 1000 shares of (\$1.00) par value common stock.

ARTICLE IV

The street address of the initial principal and registered office of this corporation is 875 Pasadena Avenue South, South Pasadena, FL 33707, the mailing address is the same, and the name of the initial registered agent of this corporation at that address is J. GRANT POWELL.

ARTICLE V

This corporation shall have two (2) directors initially. The number of directors may be decreased or increased from time to time by the bylaws, but shall not be less than one. The names and addresses of the initial directors of this corporation are:

ADAM D. YANCHUCK
875 Pasadena Avenue South
South Pasadena, FL 33707

J. GRANT POWELL
875 Pasadena Avenue South
South Pasadena, FL 33707

ARTICLE VI

The names and addresses of the persons signing these Articles of Incorporation are:

ADAM D. YANCHUCK
875 Pasadena Avenue South
South Pasadena, FL 33707

J. GRANT POWELL
875 Pasadena Avenue South
South Pasadena, FL 33707

ARTICLE VII

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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned incorporators have executed
these Articles of Incorporation this 25th day of October, 1999.

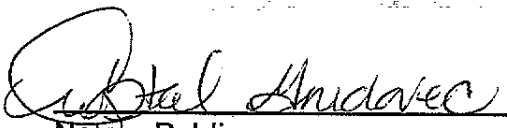

ADAM D. YANCHUCK


J. GRANT POWELL

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 25th day
of October, 1999, by ADAM D. YANCHUCK and J.

GRANT POWELL, who are personally known to me or who produced FL Drivels Ltd.
1592-004-78-064-0 and
P400-2141-76-1050 as identification.


Notary Public

My commission expires:

Crystal GnidoVec
TYPED/PRINTED NAME OF NOTARY

CRYSTAL GNIDOVEC
Notary Public - State of Florida
My Commission Expires Apr 16, 2001
Commission # CC639547

REGISTERED AGENT ACKNOWLEDGMENT

Having been named Registered Agent of the above-stated corporation,
place designated in these Articles of Incorporation, I hereby accept to act in that capacity.


J. GRANT POWELL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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