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LAW OFFICES OF

DAVID W. WILCOX

308 THIRTEENTH STREET WEST
BRADENTON, FLORIDA 34205

TELEPHONE: (941) 746-2136

12-1
November 17, 1999

MAILING ADDRESS:
P. O. Box 711
BRADENTON, FLORIDA 34206
TELECOPIER: (941) 747-2108

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

RE: Articles of Incorporation
A-One Cellular, Inc.

800003059008--9
-12/02/99--01060--009
*****70.00 *****70.00

Dear Sir/Madame:

Enclosed herewith please find an original and one copy of Articles of Incorporation of the above referenced corporation. Also enclosed is my check in the amount of \$70.00 for the filing fee. Please file the articles and return a stamped copy to me for my records.

Thank you for your cooperation in this matter.

Very truly yours,

David W. Wilcox

DWW: bbw
Enclosures

FILED
1999 DEC -2 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell DEC 6 1999

FILED
1999 DEC -2 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
A-ONE CELLULAR, INC.**

ARTICLE 1 - NAME/ADDRESS

The name of this corporation is **A-ONE CELLULAR, INC.**, and its mailing and principal office address is 101 South Bay Boulevard, Unit A-4, Anna Maria, FL 34216.

ARTICLE 2 - PURPOSE

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

ARTICLE 3 - POWERS

This corporation shall have all of the powers enumerated in the Florida Business Corporations Act.

ARTICLE 4 - CAPITAL STOCK

This corporation is authorized to issue 10,0000 voting common stock with a par value of \$.01 per share.

ARTICLE 5 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 308 13th Street West, Bradenton, Florida 34205 and the name of the initial registered agent of this corporation at that address is **DAVID W. WILCOX, Esquire.**

ARTICLE 6 - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the initial Board of Directors is:

DAVID W. WILCOX
308 13th Street West
Bradenton, Florida 34205

ARTICLE 7 - INCORPORATOR

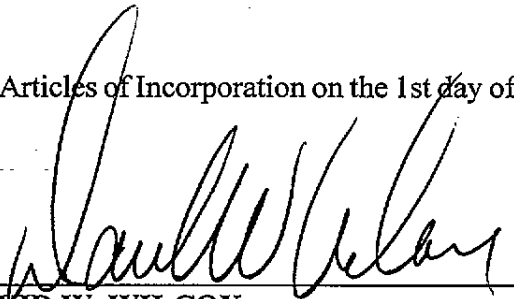
The name and address of the incorporator is:

DAVID W. WILCOX, Esq. 308 13th St. West Bradenton, FL 34205

ARTICLE 8 - AMENDMENT

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

The undersigned incorporator has executed these Articles of Incorporation on the 1st day of December 1999.

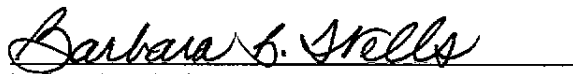


DAVID W. WILCOX

**STATE OF FLORIDA
COUNTY OF MANATEE**

BEFORE ME, a Notary Public, appeared **DAVID W. WILCOX**, to me known to be the person described as the incorporator, who executed the foregoing Articles of Incorporation and said person did acknowledge subscribing to same.

WITNESS my hand and official seal this 1st day of December, 1999.



NOTARY PUBLIC



Barbara B. Wells
MY COMMISSION # CC745906 EXPIRES
September 28, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

FILED

1999 DEC -2 PM 12:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with all the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: December 1, 1999.


REGISTERED AGENT