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2006 MAY -1 P 1:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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04/12/06--01034--005 **87.50

04/28/06--01044--002 **35.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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P03-150160

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TO: Registration Section
Division of Corporations

2006 MAY -1 P 1:50

SUBJECT: CX2 TECHNOLOGIES, INC.
(Name of Florida Profit Corporation)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, F.S.

Please return all correspondence concerning this matter to:

HANK KLEIN
(Contact Person)

CX2 TECHNOLOGIES, INC.
(Firm/Company)

2240 WOODBRIGHT ROAD SUITE 215
(Address)

BOYNTON BEACH, FL 33426
(City, State and Zip Code)

For further information concerning this matter, please call:

HANK KLEIN at (561) 740-1853
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee and Certificate of Status
- \$43.75 Filing Fee and Certified Copy
- \$52.50 Filing Fee, Certified Copy, and Certificate of Status

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Certificate of Conversion
For
Florida Profit Corporation
Into
"Other Business Entity"

FILED
2006 MAY -1 P 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation into an "Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

CX2 TECHNOLOGIES, INC.
(Enter Name of Florida Profit Corporation)

2. The name of the "Other Business Entity" is:

CX2 TECHNOLOGIES, INC.
(Enter Name of "Other Business Entity")

3. The "Other Business Entity" is a CORPORATION 703000150160
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of NAVADA
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: 21 MAY 1, 2006

FILED

8. This conversion shall be effective in Florida on: MAY 1, 2006
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

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MAY 1 1:50 PM
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

9. The "Other Business Entity's" principal office address, if any:
18026 CERCA AZUL DRIVE
SAN ANTONIO, TX 78259

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: 2240 WOOLBRIGHY ROAD, SUITE 215
BOYNTON BEACH, FL 33426

Mailing Address: SAME

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 25 day of April 2006.

Signature: [Signature]
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: HANK KLEIN Title: CHAIRMAN & CEO

Fees: Filing Fee: \$35.00
Certified Copy: \$8.75 (Optional)
Certificate of Status: \$8.75 (Optional)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

701117 P 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. CX2 TECHNOLOGIES, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. NEVADA

(State or country under the law of which it is incorporated)

3. 20-2889663

(FEI number, if applicable)

4. 5/21/02

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. PENDING

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 18026 CERCA AZUL DRIVE, SAN ANTONIO TX 78259

(Principal office address)

2240 WOOLBRIGHT ROAD, SUITE 215 BOYNTON BEACH
FL 33426

(Current mailing address)

8. WIRELESS DATA AND VOICE COMMUNICATION

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: SAM D. HITNER

Office Address: 2240 WOOLBRIGHT ROAD, SUITE 215

BOYNTON BEACH, Florida 33426

(City)

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: SAM D. HITNER

Address: 2240 WOOLBRIGHT ROAD, SUITE 215
BOYNTON BEACH, FL 33426

2006 MAY -1 P 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SAM D. HITNER

Address: 2240 WOOLBRIGHT ROAD, SUITE 215
BOYNTON BEACH, FL 33426

Vice President: _____

Address: _____

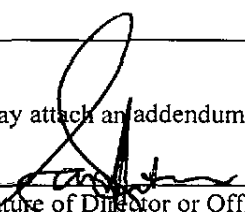
Secretary: SAM D. HITNER

Address: 2240 WOOLBRIGHT ROAD, SUITE 215 BOYNTON BEACH,
FL 33426

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. SAM D. HITNER - PRESIDENT
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



**CERTIFICATE OF EXISTENCE
WITH STATUS IN GOOD STANDING**

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **CX 2 TECHNOLOGIES, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since May 21, 2002, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on April 4, 2006.



Dean Heller

DEAN HELLER
Secretary of State

By

Reguelina Warr
Certification Clerk