

REGISTRATION CORP. REGISTERED AGENTS, INC.
 26 East Park Avenue, Suite 200
 Tallahassee, FL 32301

F 95000001002

OFFICE USE ONLY (Document #)

 (Requestor's Name)

 (Address)

 (City, State, Zip) (Phone #)

200001418612
 -03/01/95--01067--005
 *****70.00 *****70.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Avant-Garde Telecommunications of Florida, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of State

RUSH

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

HOLD FOR PICKUP UCC SERVICES

Examiner's Initials

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

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

1. AVANT-GARDE TELECOMMUNICATIONS OF FLORIDA, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person
or partnership if not so contained in the name at present.)

2. DELAWARE 3. APPLIED FOR
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2-6-95 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1146 19TH STREET, NW SUITE 200
WASHINGTON D.C. 20036
(Current mailing address)

8. TELECOMMUNICATIONS SERVICES
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: HIQ CORPORATE SERVICES, INC.

Office Address: 526 EAST PARK AVENUE, SUITE 200

TALLAHASSEE, Florida, 32301
(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.

by: HIQ CORPORATE SERVICES, INC.
[Signature]
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

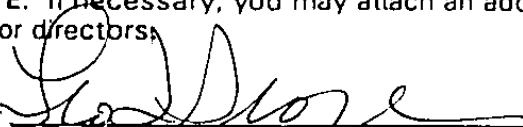
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. LEO I GEORGE PRESIDENT
(Typed or printed name and capacity of person signing application)

AVANT-GARDE TELECOMMUNICATIONS

LIST OF OFFICERS & DIRECTORS

OFFICERS

Leo I. George, President	1146 19th Strr NW Suite 200 Washington, DC 20036
David Ackerman, Vice President and Secretary	1146 19th Street, NW Suite 200 Washington, DC 20036
Mary Ellen Lynch, Ass't Secretary and Treasurer	1146 19th Street, NW Suite 200 Washington, DC 20036

DIRECTORS

Leo I. George, Chairman	1146 19th Street, NW Suite 200 Washington, DC 20036
Mary Ellen Lynch, Director	1146 19th Street, NW Suite 200 Washington, DC 20036
James J. Stead, Jr., Director	1146 19th Street, NW Suite 200 Washington, DC 20036
William J. Rouhana, Jr., Director	1146 19th Street, NW Suite 200 Washington, DC 20036

State of Delaware
Office of the Secretary of State

I, EDWARD J. FINE, SECRETARY OF STATE FOR THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "AVANTI-GARDE TELECOMMUNICATIONS OF FLORIDA, INC." WAS INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE AS FAR AS THE RECORDS OF THE OFFICE SHOW, AS OF THE SIXTH DAY OF FEBRUARY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AVANTI-GARDE TELECOMMUNICATIONS OF FLORIDA, INC." WAS INCORPORATED ON THE SIXTH DAY OF FEBRUARY, A.D. 1995.



Edward J. Fine

Edward J. Fine, Secretary of State

AUTHENTICATION

DATE

NATIONSCORP REGISTERED AGENTS, INC.
 526 East Park Avenue, Suite 200
 Tallahassee, FL 32301

F95000001002

OFFICE USE ONLY (DUPLICATE)

 (Requestor's Name)

 (Address)

 (City, State, Zip) (Phone #)

STATE OF FLORIDA
 903/297-3355 - 101003 - 1019
 *****35.00 *****35.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Winston Wireless of Florida Inc. ; _____
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

*name change
 demand*

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

RECEIVED
 95 AUG 29 PM 2:05
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NEW FILINGS	
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<input type="checkbox"/>	Merger <i>2/24/95</i>

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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 95 AUG 29 PM 4:17
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Examiner's Initials _____

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA

FILED
AUG 29 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
95

SECTION I (1-3 must be completed)

1. WINSTAR WIRELESS TELECOMMUNICATIONS OF FLORIDA, INC.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: DELAWARE
3. Date authorized to do business in Florida: 3/1/95

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated", or appropriate abbreviation, if not contained in new name of the corporation:

WINSTAR WIRELESS OF FLORIDA, INC.

6. If the amendment changes the period of duration, indicate new period of duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction


Signature

Name and Title

Ralph Peluso, VP

08/18/95

Date

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "AVANT-GARDE TELECOMMUNICATIONS OF FLORIDA, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "WINSTAR WIRELESS OF FLORIDA, INC.", THE ELEVENTH DAY OF AUGUST, A.D. 1995, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2478165 8320

7606417

950183018

AUTHENTICATION:

08-14-95

DATE: