

L00000014412

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November 17, 2000

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

Re: Wireless Planning Services, L.L.C.

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-11/20/00--01046--005
****155.00 ****155.00

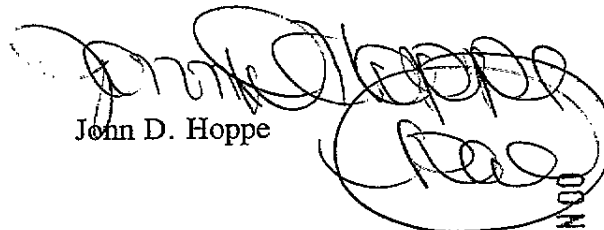
Gentlemen:

Enclosed herewith for filing please find the original and a copy of Articles of Organization with the certificate designating resident agent attached. A check in the amount of \$155.00 is also enclosed for filing fees in this regard.

It would be appreciated if you would furnish me with a certified copy of the Articles of Organization and your certificate of filing same.

Thank you for your attention and consideration.

Sincerely yours,


John D. Hoppe

JDH/kac
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
NOV 20 PM 2:21

ARTICLES OF ORGANIZATION
OF
WIRELESS PLANNING SERVICES, L.L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 20 PM 2:22

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Act, F.S. Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company (the "Company") shall be WIRELESS PLANNING SERVICES, L.L.C.

ARTICLE II - DURATION

The limited liability company shall have perpetual duration.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND ADDRESS

The principal place of business and the address of the Company in Florida shall be 719 S. New York Avenue, Lakeland, Florida 33815, and its mailing address is the same.

ARTICLE IV - PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida in connection therewith. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is JAMES B. MALLESS, 719 S. New York Avenue, Lakeland, Florida 33815.


ARTICLE VI - MANAGEMENT

The Company shall be managed by a manager (the "Manager") and the name of the initial Manager is James B. Malless. The signature of a Manager of the Company signing on behalf of the Company may be relied on as sufficient evidence of the action of the Company and that such action has been authorized by the consent of the Members as provided in the Operating Agreement.

ARTICLE VII - OPERATING AGREEMENT

The members of the Company shall hereafter adopt an Operating Agreement setting forth all the terms, provisions, conditions and covenants by which the Company will be governed. The power to adopt, alter, amend or repeal the Operating Agreement shall be vested in the Members of the Company by unanimous written consent.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of organization this 17th day of November, 2000.

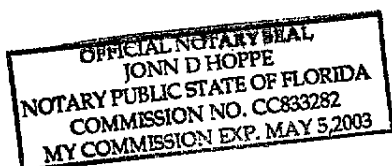

James B. Malless


**STATE OF FLORIDA
COUNTY OF POLK**

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared James B. Malless, who is personally known to me or who [] has produced _____ as identification.

WITNESS my hand and official seal this 17 day of November, 2000.

(NOTARIAL SEAL)



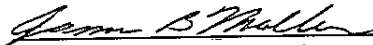


Notary Public
State of Florida at Large
My Commission Expires:

ACCEPTANCE

Having been named to accept service of process for Wireless Planning Services, L.L.C. at the place designated as stated in these Articles of Organization, I hereby agree to act in this capacity, and 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 duties and obligations of Chapter 608, Florida Limited Liability Company Act.

DATED this 17th day of November, 2000.



JAMES B. MALLESS

Registered Agent