

P01000001196

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED STATE
SECRETARY OF CORPORATIONS
01 MAR 19 PM 2:39

SUBJECT: MGM Wireless, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

700003877297--9
-03/19/01--01098--007
*****70.00 *****
43.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

\$35 Amendment Fee
\$35 Change of Reg. Agent
\$70 Total

FROM: NOEL W. BURNS

Name (Printed or typed)

7700 N KENDALL DR., STE 503

Address

MIAMI, FL 33156

City, State & Zip

305-274-0333

Daytime Telephone number

Note. Noel Burns Gave Authorization
To Correct Art. V of the Document.
3/23 NB

NOTE: Please provide the original and one copy of the articles.

Amend.

V. SHEPARD MAR 27 2001

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
M.G.M. WIRELESS, INC.

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Under the provisions of Fla. Stat. § 607.1006, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted

Article II-Principal Office, is hereby amended to read the following address:

4615 NW 71st Ave, Ste 114
Miami, FL 33166

Article IV-Registered agent, is hereby amended to reflect the following new Registered Agent:

Noel Burns
7700 N. Kendall Dr., Ste 503
Miami, FL 33156

Article V-^{Officers}~~Incorporator~~ and Directors, is hereby amended to reflect the following:

President & Director:

Rommys Arellano
4615 NW 71st Ave, Ste 114
Miami, FL 33166

Secretary:

Noel Burns
7700 N. Kendall Dr., Ste 503
Miami, FL 33156

Carlos Gonzalez shall no longer be an officer of the corporation.

SECOND: The date of each amendment's adoption is March 14, 2001.

THIRD: Adoption of Amendment(s)

The amendments were approved by the shareholders. The number of votes cast for the amendment(s) was sufficient for approval.

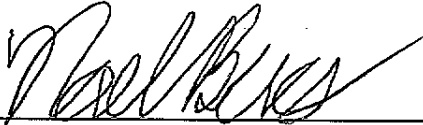


Noel Burns
Secretary

03/14/2001

Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent



Signature of Registered Agent
Noel Burns

03/14/2001

Date