

P97000038316

Requestor's Name

Emilio J. Tinsley - Valde
280 NW 151 AVE
Cambridge (Mass) FL 33028

600002156886--4

-04/28/97--01107--014

****122.50 ****122.50

Office Use Only

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

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

FILED
97 APR 28 AM 8 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

NEW FILINGS	
<input 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

Examiner's Initials *ML* 4/30/97

CERTIFICATE OF INCORPORATION
OF
TWO-WAY WIRELESS CORP.

FILED
97 APR 28 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida this Certificate of Incorporation and to that on we do, by this Certificate, set forth:

ARTICLE I

The name of this corporation (which is hereinafter called the "Corporation") is: TWO-WAY WIRELESS CORP.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any all the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

(a) SALES AND RENTAL OF WIRELESS EQUIPMENT.

(b) To subscribe for, invest in, purchase or otherwise acquire, to own, hold, sell, exchange, pledge or otherwise dispose of, securities of every nature and kind, including, without limitation all types of stocks, bonds, debentures, or obligations or evidences of indebtedness or ownership or participation issued or created by any and all associations, trusts or corporations, public or private, whether created established or organized under the laws of the United States, any of the States, or any territory or district or colony or possession thereof, or under the laws of any foreign country, and also foreign and domestic government and municipal obligations, bank acceptances, commercial paper, and secured call loans; to pay for the same in cash or property or by the issue of stock, bonds or notes of this Corporation or otherwise, and while owning or holding any such securities, to exercise all the rights, powers and privileges of a stockholder or owner, including the right to transfer and convey the said stock or other securities to one or more persons, firms, associations or corporations subject to voting trusts or other agreements placing in such persons voting or other powers in respect of said stocks or other securities; to borrow money or otherwise obtain credit and to secure the same by mortgaging, pledging or otherwise subjecting as security the assets of this Corporation.

(c) To build, erect, construct, purchase hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property and all other kinds of property and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts; to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate, and the negotiating of loans thereon; to borrow and lend money and to negotiate loans; to draw, to endorse, accept, discount and deliver bill; of

and secure the same by mortgage in its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

(d) To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same; to enter into or engage in any such business, trade or enterprise.

(e) To make and carry out contracts for building, erecting, improving and repairing buildings, structures, improvements warehouse, docks, bridges, bulkheads, seawalls, fills and structures of every kind and nature whatsoever; to build, construct or repair roads, bridges, wharves, sea-walls, sidewalks, ditches, drains, bulkheads, and in connection therewith, to use any appliance or appliances, dredge or equipment of whatsoever nature for the purpose of so doing; to carry on in any and all of its respective branches and the business of general contracting of whatsoever nature; to own and operate boats, boat lines, bridges and dredges; to make deepen or widen channels or canals; to fill in low ground, to buy sell, manufacture, trade and deal in machinery, tools and in steel, iron, plaster, granite, implements, stone, brick, lumber shell, sand and every kind of building material and supplies whatsoever to make all manner of river and harbor improvements, to engage in the building of buildings and repairing of vessels, ships, boats, crafts and to do all manner of marine construction.

(f) To engage in the sales and commissions business in the representation of factories, wholesalers and businesses which require the use and services of a sales and commissions agency, and to do all things necessary in connection with the operation of a sales and commission agency; as well as to engage on other similar and allied businesses in-

(g) To own, conduct, operate and maintain a store or stores distribution centers, warehouses, lots, lots, storage centers or other outlets for the purpose of manufacturing, making, buying, selling and otherwise dealing in building supplies and equipment incidental to the construction business.

(h) To own, buy, sell, lease, exchange or otherwise deal in real estate and personal property; to mortgage sell and convey the same, to negotiate, purchase, hold and sell mortgages, stocks bonds and other securities and personal property, to invest money in real Estate for itself or for other parties; to build, furnish, equip, construct and repair buildings and to carry on the general contracting and construction business, to have all powers conferred upon such corporation to carry on any business in connection with and incident to the foregoing under the law of the State of Florida or any other State.

(I) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other act or things and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out the powers hereinabove specifically delegated or implied.

ARTICLE III

The stock of this Corporation shall be divided into
FIVE HUNDRED (500) shares of stock of
the par value of ONE DOLLAR (\$1.00) per share, all of one class,
namely, Common Stock, and having an aggregate par value of
FIVE HUNDRED DOLLARS (\$500.00) All said stock shall be
payable in cash, property, labor or services at a just valuation to be

ARTICLE IV

The amount of capital with which this Corporation shall begin business shall be no less than ONE HUNDRED DOLLARS.

ARTICLE V

The principal place of business of the Corporation shall be at
280 NW 151 AVE., PEMBROKE PINES, Florida, 33028
with the privilege of having branch offices within and without the State
of Florida.

ARTICLE VI

This Corporation shall have perpetual existence.

ARTICLE VII

The names and post office addresses of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen, shall be:

EMILIO J. TIRADO-VALES
280 NW 151 AVE.
PEMBROKE PINES, FL. 33028

ARTICLE VIII

The number of directors of the Corporation shall be not less than one (1) nor more than fifteen (15).

ARTICLE IX

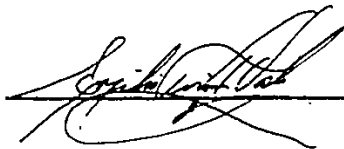
ARTICLE X

The names and post office addressed of each subscriber and the number of shares of stock which each agrees to take are:

EMILIO J. TIRADO-VALES
280 NW 151 AVE.
PENSACOLA PINES, FL. 33028

Total Shares ONE HUNDRED Shares, 100
all the proceeds of which amount to at least \$ 100.00

IN WITNESS WHEREOF, we have herunto set our hands and
Seals, and acknowledged to be filed in the office of the Secretary
of State the foregoing Certificate of Incorporation, This 21
day of APRIL 06 1997

 _____ (SEAL)

_____ (SEAL)

COUNTY OF DADE

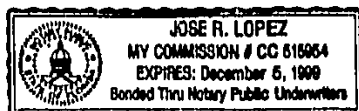
SS.

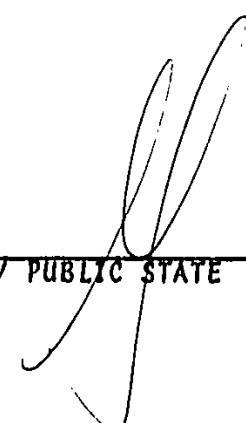
STATE OF FLORIDA

BEFORE ME, the undersigned authority, duly authorized to
administer oaths and take acknowledgments, personally appeared

EMILIO J. TIRADO-VALES
and each severally acknowledged before me that they signed the
foregoing Certificate of Incorporation for the purposes therein
expressed.

WITNESS my hand and official seal at the City of
MIAMI , County of DADE, State of Florida, this 21 day of
APRIL , of 1997 .

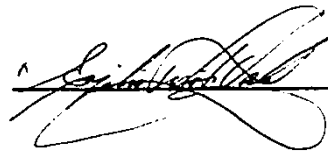




NOTARY PUBLIC STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:

IN WITNESS WHEREOF, we have herunto set our hands and
Seals, and acknowledged to be filed in the office of the Secretary
of State the foregoing Certificate of Incorporation, This 21
day of APRIL of 1997

 (SEAL)

_____ (SEAL)

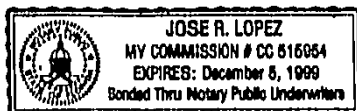
COUNTY OF DADE

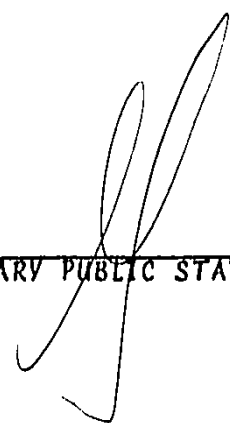
SS.

STATE OF FLORIDA

BEFORE ME, the undersigned authority, duly authorized to
administer oaths and take acknowledgments, personally appeared
EMILIO J. TIRADO-VALES
and each severally acknowledged before me that they signed the
foregoing Certificate of Incorporation for the purposes therein
expressed.

WITNESS my hand and official seal at the City of
MIAMI , County of DADE , State of Florida, this 21 day of
APRIL , of 1997 .





NOTARY PUBLIC STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48,091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT TWO-WAY WIRELESS CORP.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF PEMBROKE PINES,
(CITY)

STATE OF FLORIDA, HAS NAMED EMILIO J. TIRADO-VALES,
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 280 NW 151 AVE.
(STREET ADDRESS AND NUMBERS OF BUILDING,
POST OFFICE BOX ADDRESS ARE NOT ACCEPTABLE)

CITY OF PEMBROKE PINES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

FILED
97 APR 28 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE 
(CORPORATE OFFICER)

TITLE PRESIDENT

DATE APRIL 21, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE 
(RESIDENT AGENT)

DATE APRIL 21, 1997