

Document Number (only)

F00000004623

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

300003353659-1
-08/11/00-01046-025
*****78.75 *****78.75

CORPORATION(S) NAME

Wireless & Cable Communications Group, Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name
- CUS
- After 4:30
- Pick Up

Qualification

5

00 AUG 11 PM 5:10

SECRETARY OF STATE
DIVISION OF CORPORATIONS

Name
Avallability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

8/11

my 11/11

FILE SECOND

PLEASE RETURN EXTRA COPY
FILE STAMPED
THANKS.

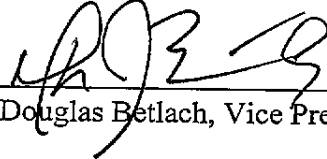
LAURA EARNEST

RECEIVED
00 AUG 11 PM 12:31
DIVISION OF CORPORATIONS

Corporate Statement of Wireless & Cable Communications Group, Inc.

Wireless & Cable Communications Group, Inc., a Florida corporation (the "Company"), hereby declares that it has no intention of revoking the dissolution of the Company.

Wireless & Cable Communications Group, Inc.

By: 
Douglas Betlach, Vice President

1417 STAFF
SUPPORT SERVICES
DIVISION OF CORPORATIONS
00 AUG 11 PM 5:10

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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.

1. WIRELESS & CABLE COMMUNICATIONS GROUP, 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
(State or country under the law of which it is incorporated)

3. 65-1000815
(FEI number, if applicable)

4. April 13, 2000
(Date of incorporation)

5. Perpetual
(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. 1001 West Cypress Creek Road, Suite 118
Fort Lauderdale, Florida 33309-1900
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized.
(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 or Mail Drop Box **NOT** acceptable)

Name: CT Corporation System

Office Address: c/o CT Corporation System, 1200 Pine Island Road
Plantation, Florida, 33324
(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: Vicky Goldstein
(Registered agent's signature)

VICKY GOLDSTEIN
SPECIAL ASSISTANT SECRETARY

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: (Street address ONLY - P.O. Box NOT acceptable)

RECEIVED
DIVISION OF CORPORATIONS
00 AUG 11 PM 5:10

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: n/a

Address: _____

Vice Chairman: n/a

Address: _____

Director: CRAIG A. RUSSEY

Address: 1001 West Cypress Creek Road, Suite 118

Fort Lauderdale, Florida 33309-1900

Director: n/a

Address: _____

00 AUG 11 PM 5: 10
DIVISION OF CORPORATIONS

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: CRAIG A. RUSSEY

Address: 1001 West Cypress Creek Road, Suite 118

Fort Lauderdale, Florida 33309-1900

Vice President: DOUGLAS BETLACH

Address: 1001 West Cypress Creek Road, Suite 118

Fort Lauderdale, Florida 33309-1900

Secretary: DOUGLAS BETLACH

Address: 1001 West Cypress Creek Road, Suite 118

Fort Lauderdale, Florida 33309-1900

Treasurer: DOUGLAS BETLACH

Address: 1001 West Cypress Creek Road, Suite 118

Fort Lauderdale, Florida 33309-1900

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)

Douglas Betlach, Vice President

14. _____

(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WIRELESS & CABLE COMMUNICATIONS GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2000.

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 "WIRELESS & CABLE COMMUNICATIONS GROUP, INC." WAS INCORPORATED ON THE THIRTEENTH DAY OF APRIL, A.D. 2000.

00 AUG 11 PM 5:10
SECRETARY OF STATE
DIVISION OF CORPORATIONS



Edward J. Freel

Edward J. Freel, Secretary of State

3211988 8300

001327572

AUTHENTICATION:

0525814

DATE:

06-27-00