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May 11, 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-05/15/01-01064-001

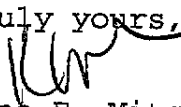
*****70.00 *****70.00

Re: M & M WIRELESS COMMUNICATIONS, INC.

Enclosed herein please find an original and (1) ONE copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for the above named SOUTH CAROLINA corporation. Enclosed please find a check made payable to Florida Department of State in the amount of \$70.00 for the corporate filing fees. WHEN THE DOCUMENT IS FILED PLEASE RETURN IT TO MY ATTENTION IN THE FED EX ENVELOPE I HAVE ENCLOSED.

Thank you for giving this matter your attention.

Very truly yours,


Katherine E. Mitchell

encs

FILED
01 MAY 15 11 03
STATE OF FLORIDA
TALLAHASSEE, FL

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5/17

**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. M&M WIRELESS COMMUNICATIONS, 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. New York 3. 113339346
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8/26/96 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 415 Oser Avenue, Hauppauge, New York 11788
(Principal office address)
(same as above)
(Current mailing address)
8. sale and distribution of wireless services and related equipment
(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: NationsCorp Registered Agents, Inc.
Office Address: 526 Park Avenue
Tallahassee, Florida 32301
(City) (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.

Ed Hand President

(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.

Inc 811

FILED
01 MAY 15 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: VITINA PACELLOAddress: 415 Oser AvenueHauppauge, New York 11788Vice Chairman: MICHAEL MOOREAddress: 415 Oser AvenueHauppauge, New York 11788

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: VITINA PACELLOAddress: 415 Oser AvenueHauppauge, New York 11788Vice President: MICHAEL MOOREAddress: 415 Oser AvenueHauppauge, New York 11788

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. Michael Moore, Vice President

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

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of M & M WIRELESS COMMUNICATIONS, INC. was filed on 08/26/1996, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 10th day of May
two thousand and one.

Special Deputy Secretary of State

FILED
01 MAY 15 AM 8:03
SECRETARY OF STATE
ALBANY, NEW YORK