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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 614884 5011226

AUTHORIZATION :

*Patricia Piquito*

COST LIMIT : \$ 122.50

ORDER DATE : November 26, 1997

ORDER TIME : 10:43 AM

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ORDER NO. : 614884-015

CUSTOMER NO: 5011226

CUSTOMER: Ms. Elaine Trench  
Gray Harris & Robinson  
S.e. Bank Building, Suite 1200  
201 E. Pine Street  
Orlando, FL 32801

\*\*\*\*\*PLS FILE FIRST\*\*\*\*\*

FOREIGN FILINGS

NAME: H.Q. WIRELESS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Carina L. Dunlap

*LC*  
*12/2*  
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DIVISION OF CORPORATIONS  
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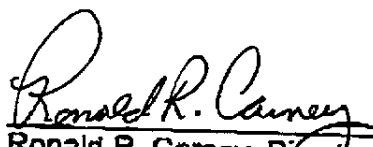
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DIVISION OF CORPORATION

**ACTION BY CONSENT IN WRITING  
OF THE BOARD OF DIRECTORS  
OF H. Q. WIRELESS, INC.**

The undersigned, being all of the members of the Board of Directors of H. Q. Wireless, Inc. a Delaware corporation, (the "Company") hereby take the following action in writing and consent thereto:

RESOLVED, that the Company may use the name "H. Q. Wireless of Delaware, Inc." as an alternate name to transact business in the state of Florida if its real name is unavailable; and it is further

RESOLVED, that the Assistant Secretary of the Company is authorized and instructed to take any and all actions required to qualify the Company to conduct business in the state of Florida.

  
Ronald R. Carney, Director

  
Carlo Amalfitano, Director

  
Thomas E. Gorsuch, Director

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:*

1. H. Q. Wireless, 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 3. 59-3430673  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/26/97 5. perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon filing application for authorization to transact business  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 1900 S. Harbor City Boulevard  
Melbourne, FL 32901  
(Current mailing address)
8. general corporate purposes  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)  
Name: William A. Grimm/Gray, Harris & Robinson, P.A.  
Office Address: 201 E. Pine Street, Suite 1200  
Orlando, Florida, 32801  
(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: William A. Grimm  
(Registered agent's signature)  
William A. Grimm

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)

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

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director  
~~Vice Chairman~~ Vice Chairman: Ronald R. Carney

Address: 1900 S. Harbor City Blvd.  
Melbourne, FL 32901

Director: Carlo Amalfitano

Address: 1900 S. Harbor City Blvd.  
Melbourne, FL 32901

Director: Thomas E. Gorsuch

Address: 1900 S. Harbor City Blvd.  
Melbourne, FL 32901

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

President: Ronald R. Carney

Address: same as above

Vice President: Carlo Amalfitano & Thomas E. Gorsuch

Address: same as above

Secretary: Carlo Amalfitano

Address: same as above

Treasurer: Thomas E. Gorsuch

Address: same as above

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. William A. Grimm  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. William A. Grimm, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

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ADDENDUM TO  
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

12.

B. OFFICERS

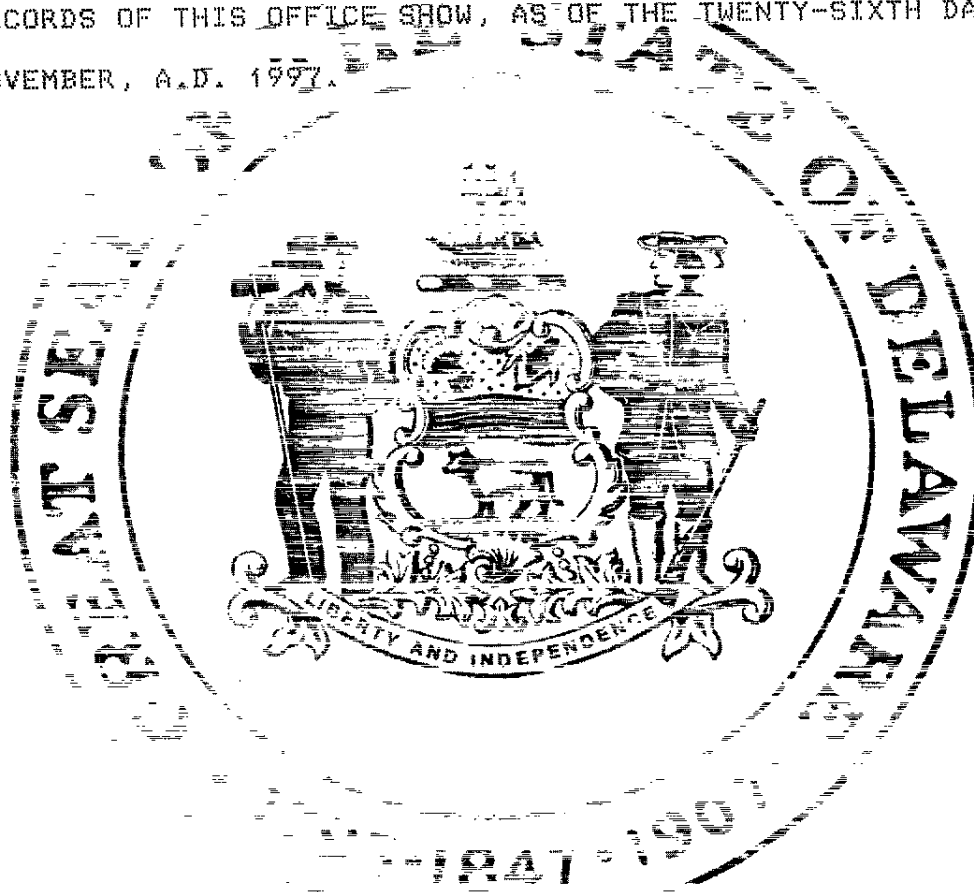
Assistant Secretary: William A. Grimm

Address: c/o Gray, Harris & Robinson, P.A.  
1200 E. Pine Street, Suite 1200  
Orlando, FL 32801

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*State of Delaware*  
**Office of the Secretary of State**

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "H. Q. WIRELESS, 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-SIXTH DAY OF NOVEMBER, A.D. 1997.



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Edward J. Freel, Secretary of State 8780291

AUTHENTICATION:

11-26-97

DATE: