

Document Number Only

F980000002284

CT Corporation System

Requestor's Name
660 East Jefferson Street

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

CORPORATION(S) NAME

900002426953--0
-02/10/98--01076--009
*****70.00 *****70.00

W98-3013

Wireless Wizard, Inc.

4/22

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DIVISION OF CORPORATIONS
98 FEB 10 AM 11:03

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Fictitious Name | | <input type="checkbox"/> UCC Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 10, 1998

C T CORPORATION SYSTEM

SUBJECT: WIRELESS WIZARD, INC.
Ref. Number: W98000003013

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We have received your document for WIRELESS WIZARD, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 898A00007677

*Michael,
Please backdate! Thank You!
Ape - CT*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESOLUTION OF BOARD OF DIRECTORS

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I, the undersigned R. Michael Gill, do hereby certify
that this Resolution of the Board of Directors of Wireless Wizard, Inc.
_____ a corporation duly organized and existing under the laws of the State of Maryland
was duly adopted on February 13, 19 98.

Resolved, that Wireless Wizard, Inc., organized
and existing in the State of Maryland, hereby adopts the
name Americom Wireless Wizard, Inc.
for use in Florida.

Dated: April 6, 1998

Signature of at least one director

DNHS19(3/95)

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 Wizard, 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. Maryland

(State or country under the law of which it is incorporated)

3. 52-2068930

(FEI number, if applicable)

4. September 23, 1997

(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 817.156, F.S.))

7. 1300 Bellona Avenue, Lutherville, Maryland 21093

(Current mailing address)

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8. To sell, lease, service, develop and otherwise deal in and with wireless telecommunication systems and all products and services related thereto
(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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

Alex Hamilton - Assistant Secretary

(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____


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. R. Michael Gill, President _____
(Typed or printed name and capacity of person signing application)

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Name: R. Michael Gill
[X] Officer-President, Assistant Secretary
Assistant Treasurer
[X] Class A Director

Business Address: 1300 Bellona Avenue
City: Lutherville
State: Maryland
Zip: 21093

Residence Address: 12 Brierleigh Court
City: Lutherville
State: Maryland
Zip: 21093

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Name: Donald G. McClure, Jr.
[X] Officer-Chairman, Secretary, Treasurer
[X] Class A Director

Business Address: 1300 Bellona Avenue
City: Lutherville
State: Maryland
Zip: 21093

Residence Address: 11520 Pebble Creek Drive
City: Lutherville
State: Maryland
Zip: 21093

Name: Gary T. Gill
[] Officer
[X] Class B Director

Business Address: MacKenzie, O'Connor, Piper & Flynn
2328 W. Joppa Road
City: Lutherville
State: Maryland
Zip: 21093

Residence Address: 6 Brierleigh Court
City: Lutherville
State: Maryland
Zip: 21093

Name: Michele Mann
[X] Officer-Assistant Secretary
[] Director

Business Address: 1300 Bellona Avenue
City: Lutherville
State: Maryland
Zip: 21093

Residence Address: 2045 Brown Road
City: Finksburg
State: Maryland
Zip: 21045

Name: Albert Grimes
[]
[X] Class A Director

Business Address: Microcell Management
2100 Wilson Boulevard, #1200
City: Arlington
State: Virginia
Zip: 22201

Residence Address: 4625 Willowgrove Drive
City: Ellicott City
State: Maryland
Zip: 21045

Name: Hugh Woltzen
[]
[X] Class A Director

Business Address: GroTech Capital
9690 Deereco Road
City: Timonium
State: Maryland
Zip: 21093

Residence Address: 3 Ruxton Green Court
City: Baltimore
State: Maryland
Zip: 21204

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STATE OF MARYLAND

606537

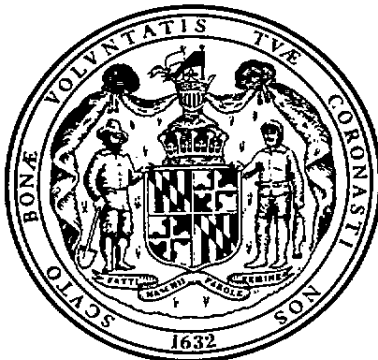
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, LEAH HAMM-CURRY OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT WIRELESS WIZARD, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 6TH DAY OF FEBRUARY, 1998.

Leah Hamm-Curry
LEAH HAMM-CURRY
OFFICE SUPERVISOR II