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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-08/26/98--01058--001
*****70.00 *****70.00

SUBJECT: Wireless Cable & Communications, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above-referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Brian Reynolds, COO
(Name of Person)

Wireless Cable & Communications, Inc.
(Firm/Company)

9050 Pines Blvd., #480
(Address)

Pembroke Pines, Florida 33024
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Brian Reynolds
(Name of Person)

at (954) 430-9393
(Area Code & Daytime Telephone Number)

COURIER ADDRESS

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

MAILING ADDRESS

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**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, 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. Nevada
(State of country under the law of which it is incorporated)

3. 87-0545056
(FEI number, if applicable)

4. July 1, 1998
(Date of Incorporation "perpetual")

5. Perpetual
(Duration: Year corp. will cease to exist or

6. July 1, 1998
(Date First transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 9050 Pines Blvd.
Pembroke Pines, Florida 33024
(Current mailing address)

8. Any and all lawful acts that may be performed under the laws of Nevada
(Purpose(s) of corporation authorization in home state or country to be carried out in the state of Florida)

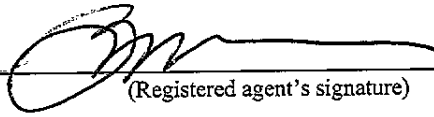
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Brian Reynolds
Office Address: 9050 Pines Blvd.
Pembroke Pines, Florida 33024

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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.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticate, 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: Lance D'Ambrosio

Address: 3276 East Almira Court
Salt Lake City, Utah

Vice Chairman: Donald Williams

Address: 7 Winter Wheat
The Woodlands, Texas

Director: Jorge Fucaraccio

Address: Peron 925 Pisco 5° (1038)
Buenos Aires, Argentina

Director: Gaston Acosta-Rua

Address: 4 Memory Lane
Rowaytoa, Connecticut

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

President: Brian Reynolds

Address: 9050 Pines Blvd., #480
Pembroke Pines, Florida 33024

Vice President: E. Andrew Lowe

Address: 1590 Sandpoint Drive
Roswell, Georgia

Secretary: Anthony Sansone


Address: 3692 South 645 East
Salt Lake City, Utah

Treasurer: Anthony Sansone

Address: 3692 South 645 East
Salt Lake City, Utah

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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. Brian Reynolds, President and Chief Operating Officer
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **WIRELESS CABLE & COMMUNICATIONS, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since July 31, 1995, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on August 14, 1998.



Dean Heller
Secretary of State

By *[Signature]*
Certification Clerk

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