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SPIEGEL & UTRERA, P.A.

(Requestor's Name)

1840 CORAL WAY, 4TH FLOOR

(Address)

MIAMI, FL 33145, (305) 854-6000

(City, State, Zip)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Wireless 220, LLC

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 26, 2005

SPIEGEL & UTRERA

TALLAHASSEE, FL

SUBJECT: WIRELESS 220 LLC
Ref. Number: L05000042984

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05 OCT 13 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for WIRELESS 220 LLC and your check(s) totaling \$152.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$152.50 payment.

Our records indicate that WPOI OF SAN FRANCISCO WIRELESS PARTNERS, LLP was filed as a limited partnership and then applied for LLLP status, but elected to use the suffix "LLP" instead of "LLLP".

So in your documents, you need to identify the partnership as a "Florida limited liability limited partnership."

ALSO, before the merger can be filed the status of SAN FRANCISISO WIRELESS PARTNERS, LLP will have to be reinstated.

Assuming that limited partner contributions have not increased, the amount required to reinstate A99000001985 will be \$1,282.50. Please complete and return a REINSTATEMENT FORM along with your payment.

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) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 405A00048572

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

WPOI OF SAN FRANCISCO WIRELESS PARTNERS, LLP,
a Florida limited liability limited partnership,

TEXAS WIRELESS PARTNERS, LLP,
a Delaware limited liability partnership,

A99000001985

PITTSBURGH WIRELESS PARTNERS, LLP,
a Delaware limited liability partnership,

and

HOUSTON WIRELESS PARTNERS LLLP,
a Florida limited liability limited partnership

A00000001562

ARTICLES OF MERGER between **WPOI OF SAN FRANCISCO WIRELESS PARTNERS, LLP**, a Florida limited liability limited partnership, **TEXAS WIRELESS PARTNERS, LLP**, a Delaware limited liability partnership, **PITTSBURGH WIRELESS PARTNERS, LLP**, a Delaware limited liability partnership and **HOUSTON WIRELESS PARTNERS LLLP**, a Florida limited liability limited partnership (hereinafter collectively the "Parties to the Merger").

Pursuant to §620.203 of the Florida Statutes, the Parties to the Merger adopt the following Articles of Merger:

ARTICLE - 1

The name of the resulting entity surviving the Merger is:

L05000042984

WIRELESS 220, LLC, a Florida Limited Liability Company (hereinafter the "Surviving Entity").

ARTICLE - 2

The Surviving Entity is a Florida Limited Liability Company, filed in the State of Florida on the 2nd day of May, 2005.

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TALLAHASSEE, FLORIDA

ARTICLE - 3

The names of the Parties to the Merger are:

WPOI OF SAN FRANCISCO WIRELESS PARTNERS, LLP, a Florida limited liability limited partnership, **TEXAS WIRELESS PARTNERS, LLP**, a Delaware limited liability partnership, **PITTSBURGH WIRELESS PARTNERS, LLP**, a Delaware limited liability partnership and **HOUSTON WIRELESS PARTNERS LLLP**, a Florida limited liability limited partnership.

ARTICLE - 4

The Plan of Merger ("Plan of Merger") was adopted by the Parties to the Merger as follows:

The Plan of Merger dated the 19th day of July, 2005, was adopted by **WPOI OF SAN FRANCISCO WIRELESS PARTNERS, LLP** as of the 19th day of July, 2005 and approved by the Partners of **WPOI OF SAN FRANCISCO WIRELESS PARTNERS, LLP** as of the 19th day of July, 2005 pursuant to §620.202(2) of the Florida Statutes.

The Plan of Merger dated the 19th day of July, 2005, was adopted by **HOUSTON WIRELESS PARTNERS LLLP** as of the 19th day of July, 2005 and approved by the Partners of **HOUSTON WIRELESS PARTNERS LLLP** as of the 19th day of July, 2005 pursuant to §620.202(2) of the Florida Statutes.

The Plan of Merger dated the 19th day of July, 2005, was adopted by **TEXAS WIRELESS PARTNERS, LLP** as of the 19th day of July, 2005 and approved by the Partners of **TEXAS WIRELESS PARTNERS, LLP** as of the 19th day of July, 2005, pursuant to Delaware Code, Title 6, §15-902.

The Plan of Merger dated the 19th day of July, 2005, was adopted by **PITTSBURGH WIRELESS PARTNERS, LLP** as of the 19th day of July, 2005 and approved by the Partners of **PITTSBURGH WIRELESS PARTNERS, LLP** as of the 19th day of July, 2005, pursuant to Delaware Code, Title 6, §15-902.

ARTICLE - 6

Pursuant to the Plan of Merger, all issued and outstanding partnership units of the Parties to the Merger will be acquired by means of a merger of the Parties to the Merger (hereinafter the "Merger").

ARTICLE - 7

The Plan of Merger for **WPOI OF SAN FRANCISCO WIRELESS PARTNERS, LLP**, a Florida limited liability limited partnership, as approved is attached hereto as Exhibit "A" and incorporated by reference as if fully set forth. The Plan of Merger for **HOUSTON WIRELESS PARTNERS LLLP**, a Florida limited liability limited partnership, as approved is attached hereto as Exhibit "B" and incorporated by reference as if fully set forth. The Plan of Merger for **TEXAS WIRELESS PARTNERS, LLP**, a Delaware limited liability partnership, as approved is attached hereto as Exhibit "C" and incorporated by reference as if fully set forth. The Plan of Merger for **PITTSBURGH WIRELESS PARTNERS, LLP**, a Delaware limited liability partnership, as approved is attached hereto as Exhibit "D" and incorporated by reference as if fully set forth. The Plan of Merger for **WIRELESS 220, LLC**, a Florida limited liability company, as approved is attached hereto

hereto as Exhibit "E" and incorporated by reference as if fully set forth. The Plan of Merger for each of the aforementioned Parties to the Merger and the Surviving Entity are on file at the principal place of business of the Surviving Entity and a copy will be furnished on request and without cost to any Partner of the Parties to the Merger.

ARTICLE - 8

Pursuant to §608.4382 and §620.203(1)(f) of the Florida Statutes, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 19th day of July, 2005

**WPOI OF SAN FRANCISCO WIRELESS PARTNERS, LLP,
a Florida Limited Liability Limited Partnership**

By: George W. Domm 6/29/05
George W. Domm, General Partner

By: Shirley Chen 7/19/05
Shirley Chen, General Partner

By: Achson Chin 7/14/05
Achson Chin, General Partner

**TEXAS WIRELESS PARTNERS, LLP,
a Delaware limited liability partnership**

By: Shirley Chen 7/19/05
Shirley Chen, General Partner

By: Tommy F. Brookey 7/5/05
Tommy F. Brookey, General Partner

By: Robert Heth 7/6/05
Robert Heth, General Partner

**PITTSBURGH WIRELESS PARTNERS, LLP,
a Delaware limited liability partnership**


By: Shirley Chen 7/19/05
Shirley Chen, General Partner


By: Tommy F. Brookey 7/5/05
Tommy F. Brookey, General Partner

By: Michael S. Odom 7/18/05
Michael S. Odom, General Partner

HOUSTON WIRELESS PARTNERS LLLP,
a Florida limited liability limited partnership

By:  6/29/05
George W. Damm, General Partner

By:  7/19/05
Shirley Chen, General Partner


By: 
Jerry Ervin, General Partner

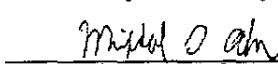
WIRELESS 220, LLC
a Florida limited liability company


By:  7/19/05
Shirley P. Chen, Interim Manager


By:  6/29/05
George W. Damm, Interim Manager

By:  6/30/05
Jerry Ervin, Interim Manager

By:  7/5/05
Tommy F. Brookey, Interim Manager

By:  7/8/05
Michael S. Odom, Interim Manager

By:  7/6/05
Robert Heth, Interim Manager

By:  7/14/05
Achson Chin, Interim Manager

PLAN OF MERGER

Merger between **WPOI OF SAN FRANCISCO WIRELESS PARTNERS, LLP**, a Florida limited liability limited partnership, **TEXAS WIRELESS PARTNERS, LLP**, a Delaware limited liability partnership, **PITTSBURGH WIRELESS PARTNERS, LLP**, a Delaware limited liability partnership and **HOUSTON WIRELESS PARTNERS LLLP**, a Florida limited liability limited partnership (hereinafter collectively the "Parties to the Merger"). This Merger is being effected pursuant to this Plan of Merger (the "Plan") in accordance with §620.101 and §601.81002 *et seq.* of the Florida Revised Uniform Limited Partnership Act (1986) and the Florida Revised Uniform Partnership Act of 1995 ("RULPA" and "RUPA," respectively).

1. Articles of Organization. The Articles of Organization of **WIRELESS 220, LLC** (hereinafter the "Surviving Entity"), 11000 Prosperity Farms Rd., Ste. 204, Palm Beach Gardens, FL, 33410, as in effect immediately prior to the Effective Date shall, without any changes, be the Articles of Organization of the Surviving Entity from and after the Effective Date until further amended as permitted by Law.

2. Managers. The management of the Surviving Entity shall be vested in the following Managers, and the addresses of such managers shall be the same as the principal place of business of the Surviving Entity as described in Section 1 above:

Operating Manager: Shirley Chen
Vice Operating Manager:
Secretary:
Treasurer:

3. Distribution to Partners of the Parties to the Merger. Upon the Effective Date, each unit of the Parties to the Merger that shall be issued and outstanding at that time shall without more be converted into and exchanged for ONE UNIT of the Surviving Entity in accordance with this Plan. Upon the effective date, 320 UNITS shall represent all of the issued and outstanding of the Surviving Entity Each unit of the Surviving Entity that is issued and outstanding on the Effective Date shall continue as outstanding units of the Surviving Entity.

4. Satisfaction of Rights of Partners. All units of the Surviving Entity into which units of the Parties to the Merger' shall have been converted and become exchangeable pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted units.

5. Effect of Merger. On the Effective Date, the separate existence of Parties to the Merger shall cease, and Surviving Entity shall be fully vested in Parties to the Merger's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities and duties, all as more particularly set forth in §620.240 of RULPA and §620.8906 of RUPA.

6. Supplemental Action. If at any times after the Effective Date the Surviving Entity shall determine that any further conveyances, agreements, documents, instruments and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Surviving Entity or General Partners of the Parties to the Merger, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Entity, any and all proper conveyances, agreements, documents, instruments and assurances and perform all necessary or proper acts, to vest, perfect,

confirm or record such title thereto in the Surviving Entity, or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Department of State and Effective Date. Upon the adoption of this Plan by the Parties to the Merger and the Surviving Entity and the execution of this Plan, the Parties to the Merger and the Surviving Entity shall cause their respective managers or General Partners to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Entity to the Florida Department of State. In accordance with §608.4382 of the Act, §620.201 of RULPA and §620.8905 of RUPA, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles as specified herein.

8. Amendment. After the approval of this Plan by the Limited Partners of a Party to the Merger or the Members of the Surviving Entity, the General Partners of such a Party to the Merger or the Managers to the Surviving Entity shall not be authorized to amend this Plan to change the amount or kind of partnership interests, interests, shares, obligations, other securities, cash, rights, or any other property to be received by the Limited Partners of such Party to the Merger in exchange for or on conversion of their partnership interests, change any term of the Articles of Organization of the Surviving Entity, except for changes that otherwise could be adopted by the Managers of the Surviving Entity, or change any of the terms and conditions of this Plan if any such change, alone or in the aggregate, would materially and adversely affect the Limited Partners, or any class or group of Limited Partners, of such Party to the Merger. If an amendment to this Plan is made in accordance with such Plan and Articles of Merger have been filed with the Florida Department of State, amended Articles of Merger executed by the General Partners of each Party to the Merger and the Managers of the Surviving Entity shall be filed with the Department of State prior to the Effective Date of the merger.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the General Partners of the Parties to the Merger and the Managers of the Surviving Entity, notwithstanding favorable action by the Limited Partners of the respective Parties to the Merger or the Members of the Surviving Entity.

IN WITNESS WHEREOF, the parties have set their hands this 19th day of July, 2005.

WPOI OF SAN FRANCISCO WIRELESS PARTNERS, LLP,
a Florida Limited Liability Limited Partnership

By: George W. Domm 6/29/05
George W. Domm, General Partner

By: Shirley Chen 7/19/05
Shirley Chen, General Partner

By: Achson Chin 7/14/05
Achson Chin, General Partner

TEXAS WIRELESS PARTNERS, LLP,
a Delaware limited liability partnership

By: Shirley Chen 7/19/05
Shirley Chen, General Partner

By: Tommy F. Brookey 7/5/05
Tommy F. Brookey, General Partner

By: Robert Heth 7/6/05
Robert Heth, General Partner

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a Delaware limited liability partnership

By: Shirley Chen 7/19/05
Shirley Chen, General Partner

By: Tommy F. Brookey 7/5/05
Tommy F. Brookey, General Partner

By: Michael S. Odom 7/18/05
Michael S. Odom, General Partner

HOUSTON WIRELESS PARTNERS LLLP,
a Florida limited liability limited partnership

By: George W. Domm 6/29/05
George W. Domm, General Partner

By: Shirley Chen 7/19/05
Shirley Chen, General Partner

By: Jerry Bryn 6/30/05
Jerry Bryn, General Partner

WIRELESS 220, LLC
a Florida limited liability company

By: Shirley Chen 7/19/05
Shirley P. Chen, Interim Manager

By: George W. Domm 6/29/05
George W. Domm, Interim Manager

By: Jerry Ervin 6/30/05
Jerry Ervin, Interim Manager

By: Tommy F. Brookey 7/5/05
Tommy F. Brookey, Interim Manager

By: Michael S. Odom 7/8/05
Michael S. Odom, Interim Manager

By: Robert Heth 7/6/05
Robert Heth, Interim Manager

By: Achson Chin 7/14/05
Achson Chin, Interim Manager