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September 15, 1998

VIA FEDERAL EXPRESS

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

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-09/16/98--01004--016
****285.00 ****285.00

Re: Our File No. 98-21891
Generation Wireless, L.C. - Formation of Limited Liability Company

Gentlemen:

Enclosed please find two (2) originally signed Articles of Organization of Generation Wireless, L.C. for filing. We have also enclosed our check number 22734 in the amount of Two Hundred Eighty-Five and 00/100 (\$285.00) Dollars, representing:

Filing Fees: \$250.00
Registered Agent Designation \$ 35.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please forward a copy of the file Articles of Organization to my attention. A self-addressed envelope is enclosed for your convenience.

Please do not hesitate to contact me at (561) 395-1000 should you have any questions regarding the enclosed documents.

Very truly yours,

L98-1908
98-21891
Anne Marie La Ferla
Legal Assistant

Enclosures

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Document
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Verify

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

of

GENERATION WIRELESS, L.C.

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I **DURATION**

Generation Wireless, L.C. shall exist perpetually or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE II **NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be Generation Wireless, L.C., and its principal and mailing office shall be located at 21218 St. Andrews Boulevard, Suite 644, Boca Raton, Florida 33433, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE III **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of Generation Wireless, L.C. is 21218 St. Andrews Boulevard, Suite 644, Boca Raton, Florida 33433, and the name of the company's initial registered agent at that address is W. H. Ellis.

ARTICLE IV **MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to Generation Wireless, L.C.

A member's interest in Generation Wireless, L.C. may not be sold or otherwise transferred except with the unanimous consent of the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in Generation Wireless, L.C., the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE V
MANAGEMENT

Management of Generation Wireless, L.C. is reserved to its members, and the name and address of the managing member is:


NorthShore Trading, Inc., a Texas corporation
21218 St. Andrews Boulevard, Suite 644
Boca Raton, Florida 33433

Such Manager shall serve in such capacity until the first annual meeting of the Members or until their successors are duly elected and qualified.

ARTICLE VI
PURPOSES AND POWERS

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

Executed by the undersigned at Boca Raton, Palm Beach County, Florida on the 10 day of September, 1998.



W. H. Ellis, President
NorthShore Trading, Inc., a Texas corporation
Managing Member

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that I am familiar with, and accept, the obligations of such position.

W.H. Ellis
W.H. Ellis

Dated: 10 September, 1998

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF PALM BEACH

In compliance with Florida Statutes Section 608.407(2), the undersigned member of Generation Wireless, L.C., deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of real property contributed by the members is valued at \$ 100.00.
3. No additional cash or property is anticipated to be contributed by the members at this time.

NorthShore Trading, Inc., a Texas corporation
Managing Member

By: W. H. Ellis
W. H. Ellis
President of the Managing Member

The foregoing instrument was acknowledged before me this 10th day of 1998 by September who is known to me.

Linda O. McLaren
Notary Public

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LINDA O MACLAREN
My Commission CC500235
Expires Oct. 09, 1999

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TALLAHASSEE, FLORIDA

Description of Real Property

The real property referred to in the SevenTel, L.C. Affidavit of Membership and Contributions consists of cash only in the amount of \$1,050.00.

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TALLAHASSEE, FLORIDA