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Michael E. Nelson
5000 South Himes Avenue, #535
Tampa, FL 33611
(813) 839-0551

February 10, 1999

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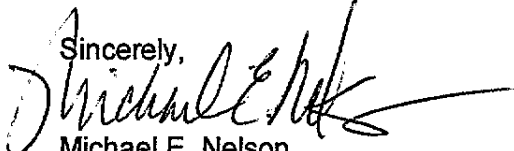
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: SkyCOM Wireless, LLC

Enclosed are an original and one (1) copy of the Articles of Organization, and a check in the amount of \$285.00, for the above referenced Corporation.

Please contact me at the above telephone number should you need additional information for submitting these Articles.

Sincerely,


Michael E. Nelson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SL
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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

ARTICLE I - NAME

The name of the Limited Liability Company is SkyCOM Wireless, LLC.

ARTICLE II-PURPOSE

A. **Purposes.** The company is organized for any legal and lawful purpose for which a limited liability company may exercise pursuant to Chapter 608, FLA STAT., as the same may be amended from time to time.

B. **Powers.** The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, FLA STAT., as the same may be amended from time to time.

ARTICLE III - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 550 North Reo Street, Suite 300, Tampa, FL 33609.

ARTICLE IV - EFFECTIVE DATE

The effective date of the LLC shall be upon the filing of these Articles by the State.

ARTICLE V- DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE VI - MANAGING MEMBERS

The management of the LLC will be by the members. The members shall have the power and authority to act on behalf of the company as provided in Chapter 608, FLA STAT., as the same may be amended from time to time, and as further provided in the regulations of the Company. The names and addresses of the individuals who will be the initial managing members:

Michael E. Nelson	550 N. Reo, Ste. 300, Tampa, FL 33609
Barry W. McCutcheon	550 N. Reo, Ste. 300, Tampa, FL 33609

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ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

There will be the right to admit additional members for cash contributions or for services rendered to be agreed upon by all of the members owning 100% of the interest in the Company and upon such terms and conditions as the existing members may unanimously agree at the time of admission.

ARTICLE VIII- MEMBERS RIGHTS TO CONTINUE BUSINESS

There will be the right of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE IX ASSIGNMENT OF MEMBER'S INTEREST

A member shall be allowed to assign his interest in the LLC. The assignment will not dissolve the LLC or permit the assignee to become a member of the LLC or exercise any rights of a member. However, the assignee is entitled to receive his allocable share of profit, loss, distributions to the extent that the assignor would be entitled to such allocations. The assignee can be admitted as a new member only if all other members of the LLC consent to his/her admission.

ARTICLE X-MEMBER VOTING

A. Member Voting. All members of the Company shall be entitled to vote on matters relating to the Company. Each Member's shall be weighted in accordance with the Regulations of the Company.

B. Additional Contributions. The Members shall make additional capital contributions from time to time, as required by the Regulations adopted by the Company.

ARTICLE XI-ADOPTION OF REGULATIONS

The Members shall adopt Regulations for the Company, which Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, FLA STAT.

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ARTICLE XI-AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles may be amended at any time by a resolution adopted by the Members, in conformity with the Regulations permitting said amendment, any annual or special meeting.

ARTICLE XII- AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned member or authorized representative of a member of SkyCOM Wireless, LLC certifies:

1. the limited liability company has at least one member;
2. the total amount of cash contributed to date by members is \$78,000.
3. No other property other than cash was contributed by member.
4. The total amount of cash and property contributed and anticipated to be contributed by members is \$100,000 or amounts as required.

THESE ARTICLES OF ORGANIZATION have been executed by the undersigned member or authorized member this 10th day of February, 1999.



Signature of a member or an authorized representative of a member.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

MICHAEL E. NELSON

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

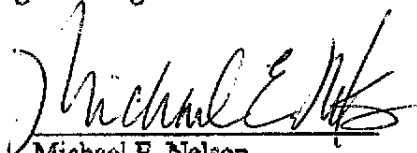
1. The name of the Limited Liability Company is SkyCOM Wireless, LLC.
2. The name and the Florida Street address of the registered agent is:

Michael E. Nelson
550 N. Reo, Ste. 300
Tampa, FL 33609

3. The initial Registered Agent is designated as Michael E. Nelson. The Registered Agent of the limited liability company may be changed at any time by a vote of the Members without an amendment of these articles.

4. The Members may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate. 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Michael E. Nelson

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