

P00000031732

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((F00000013833 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)922-4001

From: *Nancy Lee Liggett*
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305)374-5600
Fax Number : (305)374-5095

FLORIDA PROFIT CORPORATION OR P.A.

Wireless & Cable Communications Group, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 034 |
| Estimated Charge | \$78.75 |

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 29 PM 3:10

Electronic Filing Menu

Corporate Filing

Public Access Help

B. McKnight MAR 29 2000

H000000138339

**ARTICLES OF INCORPORATION
OF**

WIRELESS & CABLE COMMUNICATIONS GROUP, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is WIRELESS & CABLE COMMUNICATIONS GROUP, INC. (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is: 1001 West Cypress Creek Road, Suite 118, Fort Lauderdale, Florida 33309.

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is One Thousand (1000) shares, \$.01 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is: One S.E. Third Avenue, 28th Floor, Miami, Florida 33131 The name of the Corporation's initial registered agent at that office is: American Information Services, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 29 PM 3:10

H000000138339

H000000138339

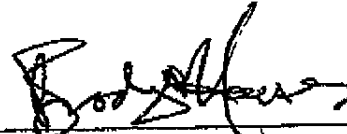
ARTICLE V
INCORPORATOR

The name and street address of the incorporator of the Corporation is: Bradley D. Houser, Esq. c/o Akerman, Senterfitt & Eidson, P.A., One S.E. Third Avenue, 28th Floor, Miami, Florida 33131.

ARTICLE VI
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of March, 2000.



Bradley D. Houser, Esq.
Sole Incorporator

H000000138339

H000000138339

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of WIRELESS & CABLE COMMUNICATIONS GROUP, INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 28th day of March, 2000.

American Information Services, Inc.

By: Mary Lee Liggett
Mary Lee Liggett
Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 29 PM 3:10

H000000138339

01151375.1