

Wm. Robert Dickey
Attorney at Law
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8050 Seminole Mall
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727-398-7410

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

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-04/14/00--01043--014
*****78.75 *****78.75

Re: Incorporation of Skyhook Communications, Inc.

Gentlemen:

On behalf of the incorporators of the above named corporation,
I am enclosing the following items:

1. Articles of Incorporation

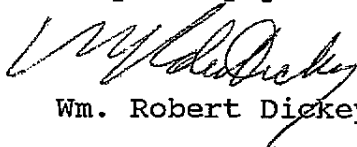
2. My check in the amount of \$78.75 payable to the
Florida Department of State representing the filing fee of \$70.00,
and \$8.75 for a certified copy of the Articles of Incorporation
after filing.

Please return the letter acknowledging incorporation and the
certified copy of the Articles to this office.

If there are any questions or problems with this filing,
please call the undersigned collect in an effort to resolve the
matter.

Thank you for your cooperation.

Very truly yours,


Wm. Robert Dickey

Enclosures
WRD/nel
cc:Robert J. Zitta, Esquire

FILED
00 APR 14 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN APR 20 2000

ARTICLES OF INCORPORATION
OF
SKYHOOK COMMUNICATIONS, INC.

FILED
00 APR 14 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is SKYHOOK COMMUNICATIONS, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes: To sell, install and maintain communications cable and equipment and related items; to employ persons to conduct such activities; to acquire and maintain assets and services needed for or helpful to the conduct of such activities; and to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock with a par value of \$1.00 per share, all of said stock to be of a single class.

ARTICLE V. PREEMPTIVE RIGHTS

The holders of common stock shall have preemptive rights to purchase proportionately any shares of this corporation hereafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1050 Silver Road, Ocala, FL 34472, and the name of the initial registered agent of this corporation at that address is JONATHAN MORRISON.

ARTICLE VII. CORPORATE PRINCIPAL OFFICE AND ADDRESS

The initial principal office of this corporation and its mailing address is:

1050 Silver Road
Ocala, FL 34472

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time as provided for in the bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
JONATHAN MORRISON	1050 Silver Road Ocala, FL 34472
RONALD MORRISON	15141 Lakeshore Dr. Grand Haven, MI 49417

ARTICLE IX. INCORPORATORS

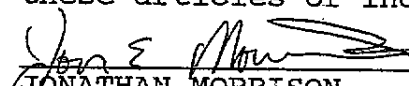
The names and addresses of the incorporators signing these articles are:

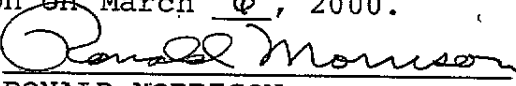
<u>Name</u>	<u>Address</u>
JONATHAN MORRISON	1050 Silver Road Ocala, FL 34472
RONALD MORRISON	15141 Lakeshore Dr. Grand Haven, MI 49417

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them. Any right conferred upon the shareholders is subject to this reservation. Any such amendment or repeal shall be done in the manner provided by law.

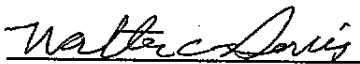
IN WITNESS WHEREOF the undersigned subscribers have executed these articles of incorporation on March 6, 2000.


JONATHAN MORRISON
Incorporator


RONALD MORRISON
Incorporator

STATE OF FLORIDA)
COUNTY OF) SS

The foregoing Articles of Incorporation of SKYHOOK COMMUNICATIONS, INC. were acknowledged before me this 6 day of March, 2000, by JONATHAN MORRISON, one of the incorporators, who is personally known to me or, x produced a Florida drivers license as identification.

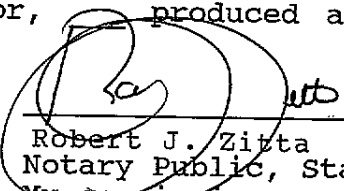
 (Affix Seal)

Notary Public, State of Florida
My commission expires:



STATE OF MICHIGAN)
COUNTY OF OTTAWA) ss

The foregoing Articles of Incorporation of SKYHOOK COMMUNICATIONS, INC. were acknowledged before me this 13th day of March, 2000, by RONALD MORRISON, one of the incorporators, who X is personally known to me or, produced a Michigan drivers license as identification.

 (Affix Seal)
Robert J. Zitta
Notary Public, State of Michigan
My commission expires: 10-1-2003

ACCEPTANCE BY REGISTERED AGENT

The undersigned, named above as the initial registered agent of this corporation, is familiar with and does accept the obligations of the position of registered agent of this corporation.

Dated: March 6, 2000


JONATHAN MORRISON

FILED
00 APR 14 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles Drafted By:
Wm. Robert Dickey, Attorney
Seminole Office Center, Suite 228
8050 Seminole Mall
P. O. Box 3928
Seminole, FL 33775-0928