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Requester's Name

MYONG K. LEE
SUPERTEL WIRELESS COMMUNICATIONS, INC.
7900 SOUTHLAND BLVD. RM 102
ORLANDO, FL 32809

Office Use Only

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

- 1. _____ (Corporation Name) _____ (Document #)
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #)
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- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

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OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

W-13486

Examiner's Initials

SuperTel

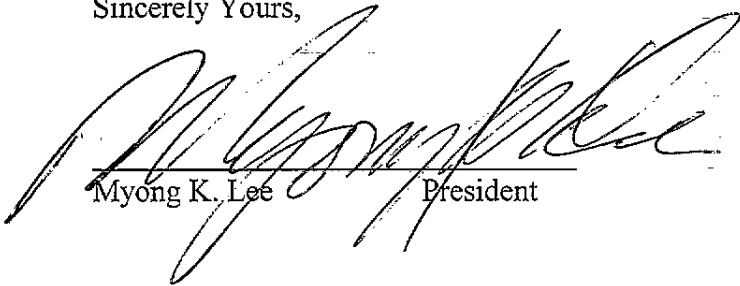
May 31, 2000

Ref. Number: W00000013486

Dear Cheryl Gallmon,

By reviewing Articles of Incorporation that I filed, I have not located any problems that you address on your letter. Corporation's office and mailing address was clearly addressed on Article VIII of the Articles of Incorporation. Therefore I'd like to request to date of my filing on receipt date. I had talk to someone in your office over the phone before this letter and I'm following her directions. If you have any further questions, please give me a call at 407-625-5555 and ask for my nick name "Jake".

Sincerely Yours,



Myong K. Lee President

SuperTel Wireless Communications
Orlando Corporate Center

Phone 407-240-7773

7800 Southland Blvd. Suite 102 Orlando, FL 32809

Fax 407-532-4756

ARTICLES OF INCORPORATION
OF
SUPERTEL FRANCHISE CORP.

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ARTICLE I
CORPORATE NAME

The name of the Corporation is: SuperTel Franchise Corp.

ARTICLE II
PURPOSE

The purpose of the Corporation is to engage in any or all lawful business for which a corporation may be incorporated under the laws of the State of Florida.

ARTICLE III
REGISTERED OFFICE/AGENT

The street address of the Corporation's initial registered office in the State of Florida is :

7800 Southland Blvd. Suite 102
Orlando, Florida 32809

and the name of its initial registered agent at such address is :

Myong K. Lee

ARTICLE IV
AUTHORIZED CAPITAL STOCK

The total number of shares of which the Corporation shall have the authority to issue are 1,000 and the par value of each share shall be \$.01.

ARTICLE V
POWERS

- a. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.
- b. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

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- c. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
 - d. To lend money to, and use its credit to assist its officers and employees in accordance with law.
 - e. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
 - f. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any part of its property, franchises and income.
 - g. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
 - h. To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.
 - i. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
 - j. To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
 - k. To make donations for the public welfare or for charitable, scientific or educational purposes.
 - l. To transact any lawful business that the board of directors shall find will be in aid of governmental policy.
 - m. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
 - n. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.
 - o. To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE VI
CORPORATE EXISTENCE

This corporation shall commence existence upon signing of these Articles, and shall have perpetual existence.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have a Board of Directors. The number of directors may be either increased or diminished from time to time by the shareholders at any duly called and constituted meeting. The name and addresses of the initial directors of this corporation are:

Myong K. Lee - P	1832 Baillie Glass Lane Orlando, Florida 32811
Michael J. Bazell	5560 Metrowest Blvd. # 206 Orlando, Florida 32811
Luis F. Vega	2375 Whispering Maple Drive Orlando, Florida 32837

ARTICLE VIII
PRINCIPLE OFFICE

The address of the principal office of the corporation is:

7800 Southland Blvd. Suite 102
Orlando, Florida 32809

ARTICLE IX
CUMULATIVE VOTING FOR DIRECTORS

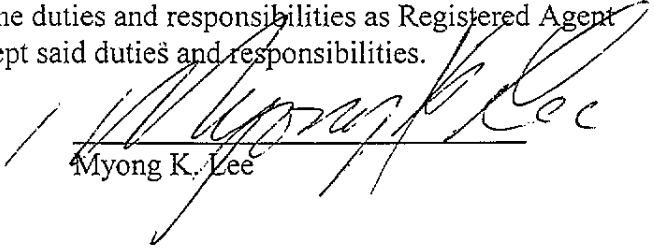
Each shareholder is entitled to cumulate his votes for the directors of the corporation. He is entitled to multiply the number of votes he is entitled to cast by the number of directors for whom he is entitled to vote and to cast the product for a single candidate or distribute the product among two or more candidates.

ARTICLE X
PREEMPTIVE RIGHTS

The corporation shall have preemptive rights. Each shareholder of the corporation shall have a preemptive right to acquire proportional amounts of the corporation's unissued shares upon the decision of the board of directors to issue them. In such event, the board of directors shall prescribe uniform terms and conditions in order to provide a fair and reasonable opportunity to exercise this right.

ACCEPTANCE OF REGISTERED AGENT

I hereby acknowledge that I am familiar with the duties and responsibilities as Registered Agent of SuperTel Franchise Corp., and I hereby accept said duties and responsibilities.



Myong K. Lee

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