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GLENDALE, CALIFORNIA 91206
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ANN P. CHRISTENSEN
PARALEGAL
KIMBERLY M. URIBE
PARALEGAL

May 23, 2000

TRANSMITTAL LETTER

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***122.50 ***78.75

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

SUBJECT: WIRELESS WEBCONNECT!, INC.

Dear Sir or Madam:

Enclosed please find one (1) original and two (2) copies of the Articles of Incorporation for the above referenced corporation. Please file the enclosed Articles of Incorporation and send to our office a Certified Copy & Certificate.

Also enclosed is a check in the amount of \$122.50 for the filing and processing fees.

Thank you for your assistance in this matter. If you have any questions, please contact me at (818) 500-9418.

Sincerely,



Francesca Tonarely-Stretch,
for R. Rosser Cole, Esq.

FILED
00 MAY 30 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED
00 MAY 30 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WIRELESS WEBCONNECT!, INC.

(A Florida Corporation)

The undersigned, being an individual, eighteen years of age or older, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE ONE: The corporate name for the corporation is: Wireless WebConnect!, Inc.

ARTICLE TWO: The principal place of business and mailing address of this corporation shall be: 500 N. Osceola, Suite 110, Clearwater, FL 33755.

ARTICLE THREE: The number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000).

ARTICLE FOUR: The name and Florida street address of the initial registered agent of the corporation is Deac Finn at 500 N. Osceola, Suite 110, Clearwater, FL 33755.

ARTICLE FIVE: The name and the address of the incorporator to these Articles of Incorporation are:

NAME

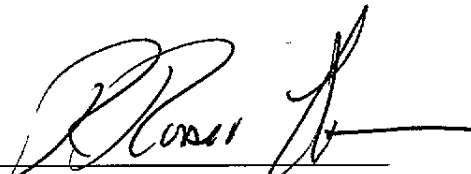
ADDRESS

R. Rosser Cole

200 N. Maryland Ave., Ste. 302
Glendale, CA 91206

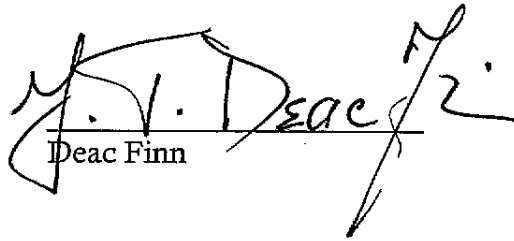
Date:

May 23rd, 2000


R. Rosser Cole, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation 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.

Dated:


Deac Finn

FILED
DO MAY 30 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA