

P00000091984

ROBERT K. EDDY & ASSOCIATES

ATTORNEYS AT LAW

808 W. DE LEON STREET
TAMPA, FLORIDA 33606

ROBERT K. EDDY*
CRAIG E. ROTHBURD
* Certified Circuit Court Mediator

Telephone: (813) 251-8800
Telecopier: (813) 251-5042
Sender's e-mail: crothburd@robertkeddypa.com

May 24, 2001

Division of Corporations
SECRETARY OF STATE
P.O. Box 6327,
Tallahassee, FL 32314

400004326754--7
-05/29/01--01165--011
*****35.00 *****35.00

RE: Global Wireless Accessories, Inc.
File No. 4453

Dear Clerk:

Please find enclosed the Articles of Amendment to Articles of Incorporation of Global Wireless Accessories, Inc., together with the Written Statement Manifesting Director and Stockholder Approval to be filed with your office. I have enclosed our firm's check in the amount of \$35.00, for fee for said service. Also enclosed is a copy of the Articles of Amendment and Written Statement, please date stamp the copies and return the same to me in the enclosed self-address stamped envelope. Please call with any questions. Thank you!

Kindest regards,

ROBERT K. EDDY & ASSOCIATES, P.A.

Maria Ropp, Legal Assistant
to Craig E. Rothburd, Esquire

/mlr

ENCLOSURES

- * Check No: 8714
- * Self-addressed stamped envelope
- * Articles of Amendment & Written Statement Manifesting w/ copy

FILED
01 MAY 29 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUN - 5 2001

Amend

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
GLOBAL WIRELESS ACCESSORIES, INC.**

FILED
01 MAY 29 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation of Global Wireless Accessories, Inc. ("Corporation") were filed with and approved by the Secretary of State of Florida on the 29th day of September, 2000:

WHEREAS, it is the intention of a majority of the directors of the Corporation and a majority of the stockholders of the Corporation entitled to vote, that the Articles of Incorporation be amended in accordance with the proposed amendments hereinafter set forth; and

WHEREAS, the proposed amendments to the Articles of Incorporation hereinafter set forth were approved by consent of a majority of the directors of the Corporation and a majority of the stockholders of the Corporation, entitled to vote, said majority being sufficient for approval, pursuant to the provisions of Sections 607.0821 and Section 607.0704, Florida Statutes, by a Written Statement Manifesting Director and Stockholder Approval of Amendment to the Articles of Incorporation dated on the 21st day of May, 2001, and there are no other voting groups entitled to vote on the amendment;

WHEREAS, the approval of the Secretary of State of Florida to the proposed amendments hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of the Corporation are hereby amended by deleting in its entirety the present Article IV and Article VIII and by substituting therefor the following:

ARTICLE IV
Capital Stock

(a) The total number of authorized shares of the capital stock of the Corporation is 2,000 shares, divided into two classes, common Class A stock and common Class B non-voting stock. The total number of shares of common Class A stock authorized is 1,000 shares. The total number of common class B non-voting stock authorized is 1,000 shares.

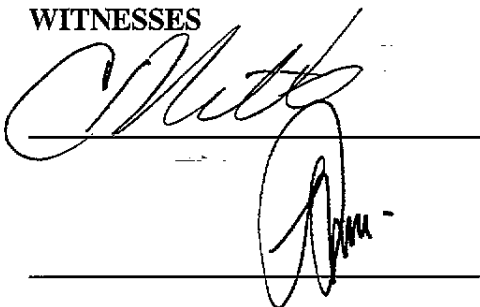
- (b) Each share of common Class A stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders.
- (c) Each share of common Class B non-voting stock shall not be entitled to vote at any meeting of the stockholders.
- (d) In all other respects, each share of common Class A stock and each share of common Class B non-voting stock shall have identical rights to distribution and liquidation proceeds from the Corporation.
- (e) All or any part of common Class A stock and common Class B non-voting stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose.
- (f) All stock when issued shall be paid for and shall be nonassessable.
- (g) In the election of directors of the Corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VIII
Number of Directors

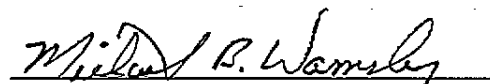
The number of directors is to be not less than one nor more than Seven and the directors need not be stockholders. Any vacancies created in the Board of Directors shall be filled by special meeting of the stockholders.

IN WITNESS WHEREOF, these Amendments to Articles of Incorporation are hereby executed on behalf of the Corporation by its President and Secretary this 21 day of May, 2001.

WITNESSES



GLOBAL WIRELESS ACCESSORIES, INC.


MICHAEL B. WAMSLEY, President


JOSEPH G. WAMSLEY, Secretary

**WRITTEN STATEMENT MANIFESTING DIRECTOR AND STOCKHOLDER
APPROVAL OF AMENDMENTS TO THE ARTICLES OF INCORPORATION
OF GLOBAL WIRELESS ACCESSORIES, INC.**

We the undersigned, being a majority of the directors and a majority of the stockholders of Global Wireless Accessories, Inc., whose Articles of Incorporation were filed with and approved by the Secretary of State of Florida on the 29th day of September, 2000, hereby manifest our intenton that the Articles of Incorporation of Global Wireless Accessories, Inc., be amended pursuant to the provisions of Sections 607.0821 and Section 607.0704, Florida Statues, by deleting in its entirety the present Article IV and Article VIII and by substituting therefor the following:

ARTICLE IV
Capital Stock

- (a) The total number of authorized shares of the capital stock of the Corporation is 2,000 shares, divided into two classes, common Class A stock and common Class B non-voting stock. The total number of shares of common Class A stock authorized is 1,000 shares. The total number of common class B non-voting stock authorized is 1,000 shares.
- (b) Each share of common Class A stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders.
- (c) Each share of common Class B non-voting stock shall not be entitled to vote at any meeting of the stockholders.
- (d) In all other respects, each share of common Class A stock and each share of common Class B non-voting stock shall have identical rights to distribution and liquidation proceeds from the Corporation.

(e) All or any part of common Class A stock and common Class B non-voting stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose.

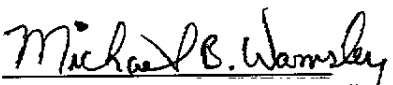
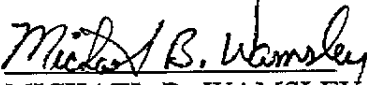
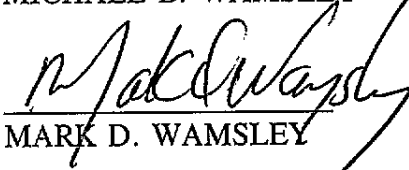
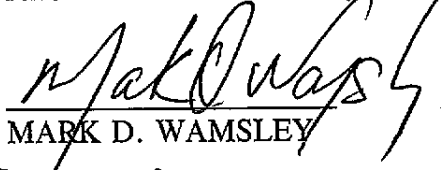
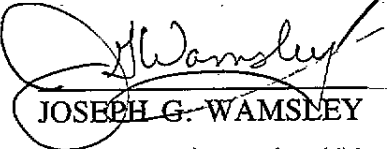
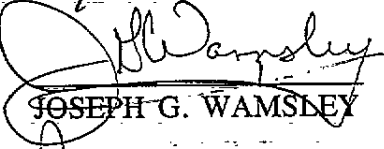
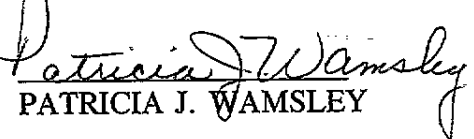
(f) All stock when issued shall be paid for and shall be nonassessable.

(g) In the election of directors of the Corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VIII
Number of Directors

The number of directors is to be not less than one nor more than Seven and the directors need not be stockholders. Any vacancies created in the Board of Directors shall be filled by special meeting of the stockholders.

IN WITNESS WHEREOF, we have executed this written statement this 21 day of May, 2001.

<u>DIRECTORS</u>	<u>STOCKHOLDERS</u>	<u>NO. OF SHARES COMMON STOCK</u>
 MICHAEL B. WAMSLEY	 MICHAEL B. WAMSLEY	680
 MARK D. WAMSLEY	 MARK D. WAMSLEY	200
 JOSEPH G. WAMSLEY	 JOSEPH G. WAMSLEY	100
	 PATRICIA J. WAMSLEY	20