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ROBERT K. EDDY & ASSOCIATES

ATTORNEYS AT LAW

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TAMPA, FLORIDA 33606

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
01 DEC -5 PM 2:57

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

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November 29, 2001

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

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*****35.00 *****35.00

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

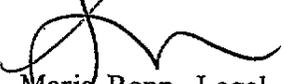
Dear Clerk:

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 and return the date stamped copies to me in the enclosed self-address stamped envelope. Please call with any questions. Thank you!

Returned

Kindest regards,

ROBERT K. EDDY & ASSOCIATES, P.A.



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

/mlr

ENCLOSURES

- * Check No: 8959
- * Self-addressed stamped envelope
- * Articles of Amendment & Written Statement Manifesting w/ copy

Note: Craig Rothburd gave authorization to add and correct the date of authorization. 12/11 JB

Amend.

V SHEPARD DEC 12 2001

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

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

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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 9th day of ~~May~~ ^{NOV.}, 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 Articles IV and 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.

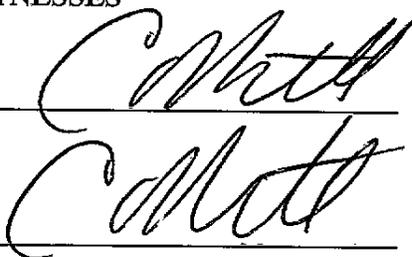
- (c) Each share of common Class B non-voting stock shall not be entitled to vote at meetings of the stockholders, unless specifically addressed in a separate agreement between or among the stockholders or otherwise as required by applicable law.
- (d) In all other respects, each share of common Class A stock and 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

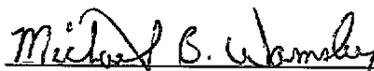
The number of directors is to be not less than one nor more than Seven and the directors need not be stockholders. Any vacancies created in the Board of Directors shall be filled by special meeting of the stockholders. However, the GWA Minority Shareholder Trust ("Trust") shall be solely entitled to replace any vacancy created in the Board of Directors from a Director named by the Trust.

IN WITNESS WHEREOF, these Amendments to Articles of Incorporation are hereby executed on behalf of the Corporation by its President and Secretary this 9th day of ~~October~~ ^{November}, 2001.

WITNESSES



GLOBAL WIRELESS ACCESSORIES, INC.



MICHAEL B. WAMSLEY, President



JOSEPH G. WAMSLEY, Secretary