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LAW OFFICES OF  
**WILBUR & ALLEN**  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
112 WEST ADAMS STREET #1700  
JACKSONVILLE, FLORIDA 32202-3895

JOHN H. WILBUR P.A.  
DUDLEY D. ALLEN P.A.

TELEPHONE (904) 356-4211  
FAX (904) 356-4214

PLEASE REPLY TO:  
POST OFFICE BOX 58  
JACKSONVILLE, FLORIDA 32201

September 25, 2000

State of Florida Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

000003412120--2  
-10/03/00--01010--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: **WIRELESS BUILDING NETWORKS, INC.**

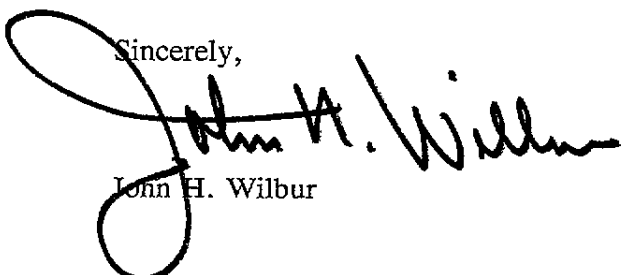
Gentlemen:

We are enclosing the following in connection with the above corporation:

1. Articles of Incorporation in duplicate.
2. Resident Agent Certificate.

We also enclose our check in the amount of \$70.00 in payment of the fees. We request that you process the documents for this corporation and return the Articles of Incorporation to us when they have been filed.

Sincerely,

  
John H. Wilbur

JHW:cma  
Enclosures

P.S. One of the Incorporators made the  
fictitious registration. Copy of the registration  
is attached (~~not~~ required)

W-23518

FILED  
2000 OCT -3 AM 9:19  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

FILED  
2000 OCT -3 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

WIRELESS BUILDING NETWORKS, INC.

ARTICLE I. NAME

The name of the corporation is:

WIRELESS BUILDING NETWORKS, INC.

The principal office and mailing address of the corporation is 3930 Mandarin Woods Drive S., Jacksonville, Florida 32223. Its business shall be conducted in the United States and its possessions and in all foreign countries, wherever necessary or convenient. The principal office and mailing address is shown above.

ARTICLE II. BUSINESS

The general nature of the business or businesses to be transacted, conducted and carried on by this corporation shall be to engage in any activity or business permitted under the laws of Florida.

ARTICLE III. CAPITAL STOCK

The authorized capital stock of this corporation shall be One Thousand (1,000) shares of common stock, each share having a par value of \$.50.

ARTICLE IV. TERM

The term for which this corporation is formed is and shall be perpetual or until dissolved according to law.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida is:

3930 Mandarin Woods Drive S.  
Jacksonville, Florida 32223

The name of the initial registered agent of this corporation at that address is:

Jim Scalise

#### ARTICLE VI. 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 by the Bylaws, but shall not be less than one (1). The name and address of the initial director of this corporation is:

Jim Scalise  
3930 Mandarin Woods Drive S.  
Jacksonville, Florida 32223

Dennis Golden  
Post Office Box 600138  
Jacksonville, Florida 32260-0138

#### ARTICLE VII. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors, subject to the approval of the shareholders.

#### ARTICLE VIII. RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders of this corporation.

#### ARTICLE IX. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others.

#### ARTICLE X. SHAREHOLDERS QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XI.

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XII. AMENDMENT


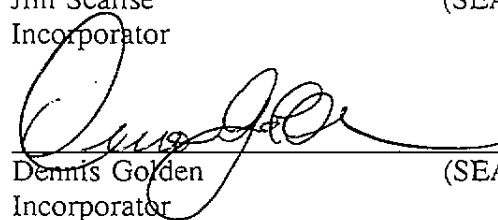
This corporation through its shareholders reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

ARTICLE XIII. INCORPORATOR

The name and address of the persons signing these Articles are:

<u>NAME</u>	<u>ADDRESS</u>
Jim Scalise	3930 Mandarin Woods Drive S. Jacksonville, Florida 32223
Dennis Golden	Post Office Box 600138 Jacksonville, Florida 32260-0138

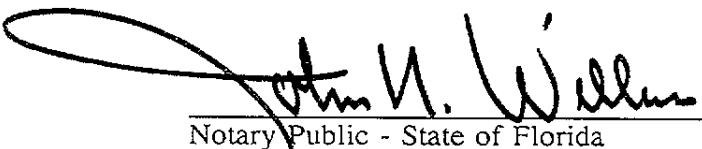
IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and seals on this 25 day of September, 2000.

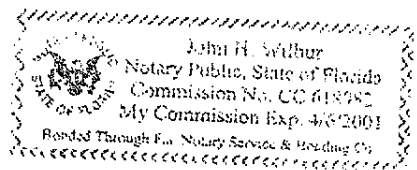
	
Jim Scalise	(SEAL)
Incorporator	
	
Dennis Golden	(SEAL)
Incorporator	

STATE OF FLORIDA       )  
                                      :SS  
COUNTY OF DUVAL       )

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared JIM SCALISE and DENNIS GOLDEN, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and he acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 95th day of September, 2000.

  
\_\_\_\_\_  
Notary Public - State of Florida  
at Large.



My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY  
BE SERVED.

WIRELESS BUILDING NETWORKS, INC.

Pursuant to Chapter 607.034, Florida Statutes, the following is submitted in compliance  
with said Act:

First--That                      WIRELESS BUILDING NETWORKS, INC.                      desiring  
to organize under the laws of the State of Florida with its principal office, as indicated in the  
Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named  
Jim Scalise, located at 3930 Mandarin Woods Drive S., City of Jacksonville, County of Duval,  
State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place  
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with  
the provision of said Act relative to keeping open this office.

By Jim Scalise  
Jim Scalise  
(Registered Agent)

FILED  
2000 OCT -3 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA