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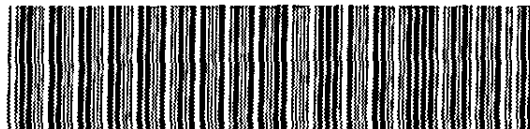
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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01/15/04--01051--007 **113.75

FILED

04 JAN 15 AM 9:00

SECRETARY OF STATE
TALLAHASSEE, FL 32307

G. O'Connell JAN 26 2004

BUKER, JONES & HALEY, P.C.

ATTORNEYS AT LAW

SOUTH TERRACES, SUITE 170
115 PERIMETER CENTER PLACE
ATLANTA, GEORGIA 30346-1238

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RICHARD W. JONES
email: jones@corplaw.net

Telephone 770-804-0500
Facsimile 770-804-0509

January 13, 2004

VIA OVERNIGHT DELIVERY

Amendments Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Filing of Articles of Merger of American & International Phone, Inc. and Quality Communication Products, Inc. with and into AirNet Wireless, Inc. [BJ&H File No. 3333.02]

Gentlemen:

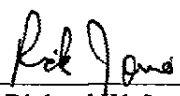
Pursuant to Section 607.1105, and 607.1101 of the Florida Statute, we enclose for filing the following:

1. One manually signed and one conformed copy of the Articles of Merger of American & International Phone, Inc., a Florida corporation and Quality Communication Products, Inc., a Florida corporation, with and into AirNet Wireless, Inc., a Delaware corporation and the surviving corporation.
2. A check in the amount of \$113.75 payable to the Department of State in payment of the filing fee for the Articles of Merger and for providing us with one additional certified copy of the filed Articles of Merger.

The Plan of Merger was adopted by the Shareholders of all the constituent corporations, and following the merger AirNet Wireless, Inc. will be the surviving corporation.

All correspondence concerning this matter should be returned to the address noted above. Should you have any questions regarding this filing or regarding the enclosed documents, please contact the undersigned at 770/804-0500 prior to returning any documents.

BUKER, JONES & HALEY, P.C.

By: 
Richard W. Jones, Attorneys for
AirNet Wireless, Inc.

cc: AirNet Wireless, Inc.
Enclosures

**ARTICLES OF MERGER
OF
AMERICAN & INTERNATIONAL PHONE, INC.
AND QUALITY COMMUNICATION PRODUCTS, INC.
INTO
AIRNET WIRELESS, INC.**

FILED
04 JAN 15 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act ("FBCA"), American & International Phone, Inc., Quality Communication Products, Inc. and AirNet Wireless, Inc. do hereby certify that:

I.

The Plan of Merger is as follows:

a. Name of Corporations. American & International Phone, Inc. ("AIT"), a Florida corporation and Quality Communication Products, Inc. ("Quality"), a Florida corporation (collectively referred to hereinafter as "Sellers") is merging into AirNet Wireless, Inc., a Delaware corporation (referred to hereinafter as the "Buyer") pursuant to an Agreement and Plan of Merger. AirNet Wireless, Inc. is the name of the surviving corporation.

b. Conversion of Seller Shares. At and as of the Effective Time, (A) each Sellers Share (other than any Dissenting Share or Buyer-owned Share) shall be converted into the right to receive Buyer Shares in the following amounts: each share of AIT shall be converted into 374,656.96 shares of the Buyer and each share of Quality shall be converted into 2,105.264 shares of the Buyer (the ratio of Buyer Shares to the Shares of AIT and Quality Shares is referred to herein as the "Conversion Ratio") provided that any fractional shares shall be rounded up to the next whole number of shares for each shareholder, (B) each Dissenting Share shall be converted into the right to receive payment from the Surviving Corporation with respect thereto in accordance with the provisions of applicable state law, and (C) each Buyer-owned Share shall be canceled; provided, however, that the Conversion Ratio shall be subject to equitable adjustment in the event of any stock split, stock dividend, reverse stock split, or other change in the number of Seller Shares outstanding.

c. Buyer Shares. Each Buyer Share issued and outstanding at and as of the Effective Time will remain issued and outstanding.

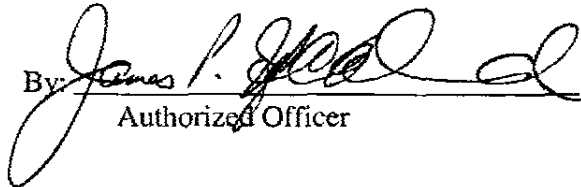
d. Procedure for Payment. Immediately after the Effective Time, the Buyer will furnish to the Sellers' Stockholders a stock certificate issued in their name representing that number of Buyer Shares equal to the product of (I) the Conversion Ratio times (II) the number of Seller's Shares they hold in the respective Seller Corporations (other than any Dissenting Shares and Buyer-owned Shares), and Sellers' Stockholders will remit their certificate representing Shares in the Sellers to the Buyer for cancellation.

II.

The Plan of Merger was adopted by the Shareholders of the Constituent Corporations on the following dates:


AirNet Wireless, Inc. – December 30, 2003
American & International Phone, Inc. – December 29, 2003
Quality Communications, Inc. – December 29, 2003

AIRNET WIRELESS, INC.

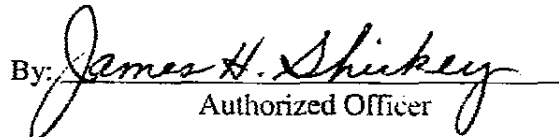
By: 
Authorized Officer

[CORPORATE SEAL]

ATTEST:

By: 
Secretary

AMERICAN & INTERNATIONAL PHONE, INC.

By: 
Authorized Officer

[CORPORATE SEAL]

ATTEST:

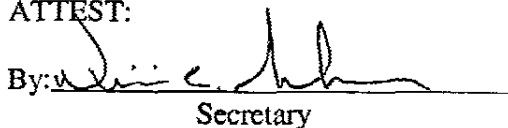
By: 
Secretary

QUALITY COMMUNICATION PRODUCTS, INC.

By: 
Authorized Officer

[CORPORATE SEAL]

ATTEST:

By: 
Secretary