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August 20, 2001

Via Federal Express

Florida Department of State
Division Of Corporations
409 East Gaines Street
Tallahassee, FL 32314

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-08/21/01--01034--009
*****78.75 *****78.75

Re: Intella-Comm Wireless, Inc.
Our file #16138

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation for Intella-Comm Wireless, Inc., a Florida corporation.

Please file the articles and return a certified copy to me. Our check in the amount of \$78.75 is enclosed.

Thank you for your assistance.

Sincerely,

MARKS GRAY, P.A.

Dorothy Pearce
Dorothy E. Pearce
Paralegal

dep
Enclosures

FILED
01 AUG 21 PM 1:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

*50000
8/21/01*

**ARTICLES OF INCORPORATION
OF
INTELLA-COMM WIRELESS, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLE I
NAME**

The name of this Corporation is INTELLA-COMM WIRELESS, INC.

**ARTICLE II
NATURE OF BUSINESS**

This corporation is organized for the purpose of holding real estate and such other business lawful business permitted under the laws of the State of Florida or any other state and of the United States.

**ARTICLE III
CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

**ARTICLE IV
TERM OF EXISTENCE**

The term for which this corporation shall exist shall be perpetual, commencing on the date of execution of these Articles.

**ARTICLE V
PRINCIPAL OFFICE OF THE CORPORATION**

The principal office of the business of the corporation shall be 10116 Deercreek Club Road, Jacksonville, FL 32256. The Board of Directors may, from time to time, change the principal office and mailing address to any other address in Florida.

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation in the State of Florida is 10116 Deercreek Club Road, Jacksonville, FL 32256, and the name of the initial registered agent of this corporation at that address is Sara Ann McCarty. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The name and address of the initial Director of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Sara Ann McCarty	10116 Deercreek Club Road Jacksonville, FL 32256

**ARTICLE VIII
INCORPORATOR**

The name and address of the Incorporator of this corporation is:

Sara Ann McCarty	10116 Deercreek Club Road Jacksonville, FL 32256
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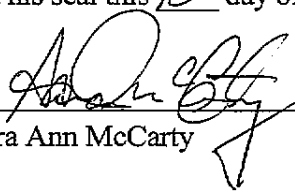
**ARTICLE IX
BYLAWS**

Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

**ARTICLE X
AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set her hand and affixed his seal this 15th day of August, 2001.

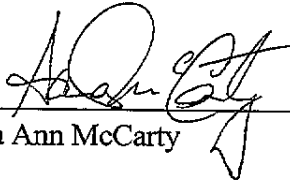


Sara Ann McCarty

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
INTELLA-COMM WIRELESS, INC.**

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon INTELLA-COMM WIRELESS, INC., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 10116 Deercreek Club Road, Jacksonville, FL 32256

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 15th day of August, 2001.



Sara Ann McCarty

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SECRETARY OF STATE
TALLAHASSEE FLORIDA