

PO2 000012390

DELMER C. GOWING III, P.A.

101 S.E. 6TH AVENUE

DELRAY BEACH, FLORIDA 33483-5261

ATTORNEY AND COUNSELOR AT LAW

DELMER C. GOWING, III

ADMITTED IN FLORIDA,  
MICHIGAN AND ILLINOIS

TELEPHONE (561) 276-0990

TELECOPIER (561) 276-5003

January 24, 2002

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

300004833103--4  
-01/23/02--01027--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Win Wireless, Inc.

Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$78.75 for the filing fee and a certified copy. Please send the certified copy to the undersigned.

Very truly yours,

*Delmer C. Gowing III*

Delmer C. Gowing III

DCG/ksv  
Enclosures

2002 JAN 29 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

8/24/02

**ARTICLES OF INCORPORATION  
OF**

**Win Wireless, Inc.  
a Florida corporation**

**FILED**

2002 JAN 29 PM 1:23

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of this corporation is Win Wireless, Inc.

**ARTICLE II  
CORPORATE ADDRESS**

The initial address in the state of the principal office of the corporation shall be:

101 S.E. 6th Avenue  
Delray Beach, FL 33483

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

**ARTICLE III  
PURPOSE**

This corporation is organized for the purpose of providing internet services.

**ARTICLE IV  
CAPITAL STOCK**

This corporation is authorized to issue 10,000,000 shares of \$1.00 par value common stock.

**ARTICLE V  
TERMS OF EXISTENCE**

This corporation is to exist perpetually.

ARTICLE VI  
OFFICERS AND DIRECTORS

The business and affairs of this corporation shall be managed and shall be under the direction of the officers and directors of this corporation. The officers and directors may take action by written consent without a meeting as provided by law and may participate in meetings by means of conference as provided by law. The names of the initial officers and directors of this corporation are:

Steven Winters, President and Director  
1502 Madison Drive  
Atlanta, GA 30346

Delmer C. Gowing III, Secretary and Director  
101 S.E. 6th Avenue  
Delray Beach, FL 33483

Tony O'Brien, Treasurer and Director  
24400 Chagrin, 1<sup>st</sup> Floor  
Cleveland, OH 44122

ARTICLE VII  
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of this corporation.

ARTICLE VIII  
INITIAL REGISTERED AGENT

The name of the initial Registered Agent of this corporation is Delmer C. Gowing III, 101 S.E. 6th Avenue, Delray Beach, FL 33483.

ARTICLE IX  
INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X  
AMENDMENT

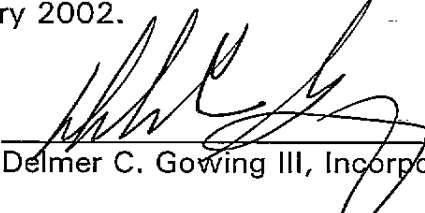
The corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI  
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Delmer C. Gowing III  
101 S.E. 6th Avenue  
Delray Beach, FL 33483

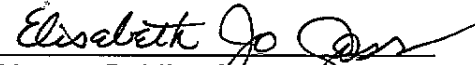
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11<sup>th</sup> day of January 2002.

  
\_\_\_\_\_  
Delmer C. Gowing III, Incorporator

STATE OF FLORIDA                     )  
  : ss.:  
COUNTY OF PALM BEACH         )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared Delmer C. Gowing III, personally known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 24<sup>th</sup> day of January 2002.

  
\_\_\_\_\_  
Notary Public, State of Florida  
Print Name: Elisabeth Jo Goss  
Commission No.:  
Commission Expires:



Elisabeth Jo Goss  
Commission # CC 941558  
Expires July 22, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating office/registered agent, in the State of Florida.

1. The name of the Corporation is: Win Wireless, Inc.
2. The name and address of the registered agent and office are as follows: Delmer C. Gowing III, 101 S.E. 6th Avenue, Delray Beach, FL 33483.

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

SIGNATURE: \_\_\_\_\_

Delmer C. Gowing III  
Registered Agent

DATE: \_\_\_\_\_

1/24/02

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TALLAHASSEE FLORIDA

FILED