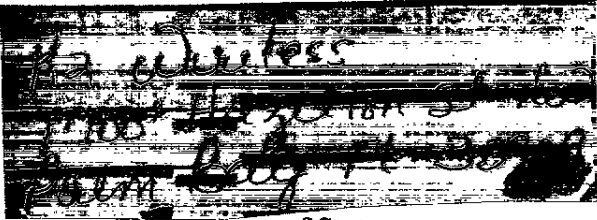


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FILED
02 MAR 29 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Department of State
Corporate Division
PO Box 6327
Tallahassee, FL 32314

Gentlemen;

Re: K2 Wireless, Inc.

Enclosed is an original and one copy of the Articles of Incorporation for the above company. Please file the original in your offices and certify and return to me one certified copy.

I am enclosing a check in the amount of \$78.75, covering:

\$35.00 – filing fee
\$35.00 – Certificate designating Registered Agent
\$ 8.75 – Certified Copy
\$78.75

100005176751--4
-03/29/02--01038--018
*****78.75 *****78.75

Sincerely,

W. Keith Kirby
President

QB 4/4

ARTICLES OF INCORPORATION
OF
K2 WIRELESS, INC.

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02 MAR 29 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – NAME

The name of this corporation is:
K2 Wireless, Inc.
1700 Hazelton St.
Palm Bay, Fl 3907

ARTICLE II – DURATION

This Corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III – PURPOSE

This corporation is organized for the purpose of transacting and or all lawful business, for which corporations may be incorporated under Florida Statutes, as now exists or may after be amended.

ARTICLE IV – CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is TEN THOUSAND SHARES OF \$1.00 PAR VALUE COMMON STOCK.

ARTICLE V – INTIAL REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of this corporation is 1700 Hazelton St. Palm Bay, Fl 32907 and the name of the initial registered agent of this corporation at that address is W. Keith Kirby

ARTICLE VI – INTIAL BOARD OF DIRECTORS

W. Keith Kirby
1700 Hazelton St.
Palm Bay, Fl 32907

ARTICLE VII – INCORPORATOR

The name and address of the Incorporator signing these articles is: W. Keith Kirby, 1700 Hazelton St. Palm Bay, FL 32907

ARTICLE VIII – INDEMNIFICATION

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

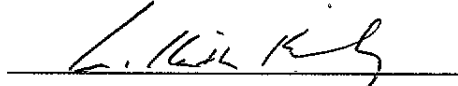
ARTICLE IX – BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X – AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 16th day of March 2002.

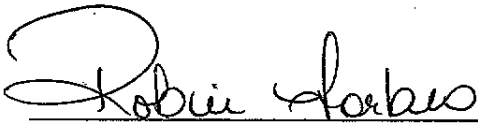


W. Keith Kirby
Incorporator

**STATE OF FLORIDA
COUNTY OF BREVARD**

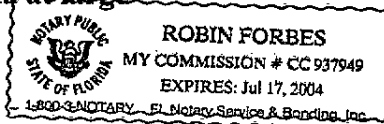
BEFORE ME, a Notary public authorized to take acknowledgments in the state and County set forth above, personally appeared W. Keith Kirby, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and who (did/did not) produce as identification Personally Known and be acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 25th day of March, 2002.



NOTARY PUBLIC, State of Florida at large

My commission expires:



FILED
02 MAR 29 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of Section 607.325, Florida Statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, to the State of Florida.

1. The name of the corporation is: K2 Wireless, Inc.
2. The name and address of the registered agent and office is:

W. Keith Kirby
1700 Hazelton St NW.
Palm Bay, FL 32907

Signature W. Keith Kirby
(Corporate Officer)

Title President

Date 3-26-02

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Signature W. Keith Kirby
(Registered Agent)

Date 3-26-02