

P 02000053687

CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

5/10/02

(Signature)

CERTIFIED COPY

CUS

PHOTO COPY

FILING

(Signature) Profit

1.) International Communications
(CORPORATE NAME & DOCUMENT #)

Enc

2.)
(CORPORATE NAME & DOCUMENT #)

000005502600--9
-05/10/02--01002--018
*****78.75 *****78.75

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

RECEIVED
02 MAY 10 AM 10 33
DIVISION OF LICENSATION
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

"When you need ACCESS to the world"

CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

2545

002-13628
509-

(Signature) 5/10/02



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

2002 MAY 14 PM 1:11

SECRETARY OF STATE
TALLAHASSEE FLORIDA

May 13, 2002

CORPORATE ACCESS INC.
236 EAST 6TH AVENUE
TALLAHASSEE, FL 32303

SUBJECT: ICOM, INC.
Ref. Number: W02000013628

*Corrected
4/14/02
CAG*

We have received your document for ICOM, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 402A00030378

RECEIVED
02 MAY 14 PM 4:05
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

2002 MAY 14 PM 1:11

SECRETARY OF STATE
TALLAHASSEE FLORIDA

May 10, 2002

CORPORATE ACCESS INC.
236 EAST 6TH AVENUE
TALLAHASSEE, FL 32303

SUBJECT: INTERNATIONAL COMMUNICATIONS, INC.
Ref. Number: W02000013628

Corrected
5/13/02
[Signature]

We have received your document for INTERNATIONAL COMMUNICATIONS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 402A00029770

RECEIVED
02 MAY 13 AM 11:35
DIVISION OF CERTIFICATION

FILED

2002 MAY 14 PM 1:11

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

ICOM WIRELESS CORP.

ARTICLE I - NAME

The name of this corporation is ICOM WIRELESS CORP.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The mailing address and principal place of business shall be located at 1195 18th Avenue, S.W., Vero Beach, Florida 32962.

ARTICLE III - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE IV - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.01 par value common stock.

ARTICLE VI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1825 Riverview Drive, Melbourne, Florida 32901, and the name of the initial registered agent of this corporation at that address is Victor S. Kostro.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

NAME

ADDRESS

LUKE M. LAMB

1195 18th Avenue, S.W.
Vero Beach, Florida 32962

ARTICLE IX - INCORPORATOR

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

NAME

ADDRESS

VICTOR S. KOSTRO

1825 Riverview Drive
Melbourne, Florida 32901

The powers of the Incorporator shall terminate upon the filing of these Articles of Incorporation.

ARTICLE X - BYLAWS

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

ARTICLE XI - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XIII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIV - AMENDMENT

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

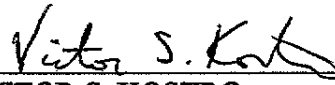
ARTICLE XV - I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986, as amended.

ARTICLE XVI - SUBCHAPTER "S" ELECTION

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organization Meeting hereof.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of May, 2002.



VICTOR S. KOSTRO

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that ICOM WIRELESS CORP., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Vero Beach, County of Indian River, State of Florida, has named Victor S. Kostro, located at 1825 Riverview Drive, Melbourne, Florida 32901, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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



VICTOR S. KOSTRO

N:\PHYLLIS\ARTICLES\INTL-COMMUNICATIONS-S.wpd

FILED
2002 MAY 14 PM 1:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA