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July 12, 2002

* BOARD CERTIFIED CIVIL TRIAL LAWYER
** ALSO ADMITTED IN ALABAMA

EFFECTIVE DATE
8-1-02

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*****78.75 *****78.75

Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Ocean Wireless.Net, Inc.

Dear Sir/Madam:

Enclosed please find original and one copy of the Articles of Incorporation for Ocean Wireless.Net, Inc. together with original and one copy of the Certificate Designating Registered Agent. Also enclosed is our check in the amount of \$78.75 to cover the cost of filing. Please file effective August 1, 2002.

Thank you for your assistance in this matter.

Very truly yours,

MOORE, HILL & WESTMORELAND, P.A.

Bev Ellis

Bev Ellis
Paralegal to
SARAH B. DYRDA

/ble

Enclosures

FILED
02 JUL 16 AM 9:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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D. WHITE JUL 17 2002

EFFECTIVE DATE

8-1-02

FILED

02 JUL 16 AM 9:02

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

**ARTICLES OF INCORPORATION
OF
OCEAN WIRELESS.NET, INC.**

The undersigned, who desires to form a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I-NAME

The name of this corporation is **OCEAN WIRELESS.NET, INC.**

ARTICLE-II-DURATION

This corporation shall have perpetual existence commencing on August 1, 2002 at 12:00 A.M. after the filing of these Articles with the Department of State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V- PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address and mailing of the initial registered office and the principal office of this corporation is 300 Bayou Boulevard, Apartment 103, Pensacola, Florida, 32503, and the name of the initial registered agent of this corporation at that address is **JAMES A. WHEAT**.

ARTICLE VII-INCORPORATORS

The name and address of the Incorporator signing these articles is: **JAMES A. WHEAT**.

ARTICLE VII – INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The name and address of the first Board of Directors is:

JAMES A. WHEAT
300 Bayou Boulevard
Apartment 103
Pensacola, FL 32503

ARTICLE IX-INDEMNIFICATION

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

ARTICLE X-AMENDMENT

These Articles of Incorporation may be amended in any manner provided by Florida law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 11th day of July, 2002.


JAMES A. WHEAT

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 11th day of July, 2002 by JAMES A. WHEAT, who is personally known to me.

My Commission Expires:


NOTARY PUBLIC



ACCEPTANCE OF DESIGNATION
OF
REGISTERED AGENT

FILED
02 JUL 16 AM 9:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, James A. Wheat, having been named as the Registered Agent to accept service of process for Ocean Wireless.Net, Inc., a Florida corporation hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated this 11th day of July, 2002


JAMES A. WHEAT
Registered Agent

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 11th day of July, 2002 by JAMES A. WHEAT, who is personally known to me.

My Commission Expires:


NOTARY PUBLIC

