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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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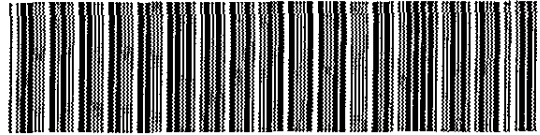
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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WAYNE KAPLAN, P.A.

ATTORNEYS AT LAW
ONE PARK PLACE • SUITE 390
621 NW 53RD STREET
BOCA RATON, FLORIDA 33487
TEL (561) 995-2200
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Wayne Kaplan PA@aol.com

•WAYNE KAPLAN
ALSO ADMITTED IN DC

OF COUNSEL

HOWARD L. SCHWARTZ
ARTHUR P. COHEN

October 22, 2002

VIA FEDERAL EXPRESS

Department of State
Division of Corporation
Corporate Filings
409 E. Gaines Street
Tallahassee, FL 32399

Re: Clearly Wireless, Inc.

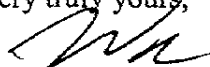
Dear Sir or Madam:

Enclosed please find one original and a copy of the Articles of Incorporation for Clearly Wireless, Inc., along with the filing fee of \$87.50. If the enclosed meets with your approval, kindly file same, and send a conformed copy along with a Certificate of Status to:

Wayne Kaplan, P.A.
One Park Place, Suite 390
621 NW 53rd Street
Boca Raton, FL 33487

Thank you for your consideration.

Very truly yours,



Wayne Kaplan, Esquire

WK/llf

Enclosures

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ARTICLES OF INCORPORATION

FOR

CLEARLY WIRELESS, INC.

The undersigned subscribers of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is:

CLEARLY WIRELESS, INC.

ARTICLE II

The general nature of the business and objects and purposes to be transacted and carried on by this corporation are:

The engage in any activity of business permitted under the laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to issue in ONE THOUSAND (1,000) shares of common stock, having a nominal or par value of ONE AND 00/100 DOLLARS (\$1.00) per share.

ARTICLE IV

The amount of capital stock with which this corporation shall begin business is not less than ONE THOUSAND AND 00/100 DOLLARS (\$1,000.00).

ARTICLE V

The initial street address of this corporation is 1305 W. Palmetto Park Road, Boca Raton, Florida 33486.

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ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

This corporation shall have two (2) directors initially. The number of directors may be increased or may be diminished from time to time by the By-laws adopted by the stockholders; but shall never be less than one (1).

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors and subscribers are:

<u>Name</u>	<u>Address</u>
Michael E. Blum	4491 Woodfield Blvd. Boca Raton, Florida 33434
Andrea J. Blum	4491 Woodfield Blvd. Boca Raton, Florida 33434

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a meeting of the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the stockholders sign a written statement and manifest their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X

This corporation desiring to organize under the laws of the State of Florida with its principal office, as indicated in these Articles of Incorporation, in Palm Beach County, State of Florida, has named Michael E. Blum, 4491 Woodfield Blvd., Boca Raton, Florida 33434 as its Registered Agent to accept service of process within the State.

STATE OF Florida
COUNTY OF Port St. Lucie

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments and administer oaths, in the State and County aforesaid, personally appeared, ANDREA J. BLUM, known to me as the sole original member of the first Board of Directors and Subscriber who executed the foregoing Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 22 day of October, 2002.

Wayne Kaplan
Notary Public:

My Commission Expires:



Wayne Kaplan
Commission # CC 948905
Expires July 30, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

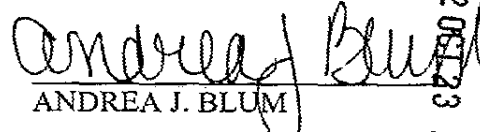
ACKNOWLEDGEMENT:

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


Registered Agent

IN WITNESS THEREOF, The undersigned, the sole members of the original Board of Directors and subscribers have hereunto set our hands and seals this 22 day of October, 2002, for the purpose of forming this corporation to do business both within the State of Florida, and pursuant to the laws of the State of Florida for corporations, do make and file in the Office of the Secretary of State these Articles of Incorporation and certify that the facts herein are true.



MICHAEL E. BLUM


ANDREA J. BLUM

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments and administer oaths, in the State and County aforesaid, personally appeared, MICHAEL E. BLUM, known to me as the sole original member of the first Board of Directors and Subscriber who executed the foregoing Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 22 day of October, 2002.


Notary Public:

My Commission Expires:



Wayne Kaplan
Commission # CC 948905
Expires July 30, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

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