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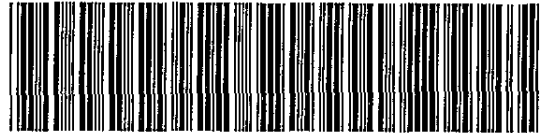
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DIVISION OF CORPORATIONS  
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PAUL D. NEWELL, P.A.

ATTORNEY AT LAW

260-A LAWRENCE BOULEVARD

SUITE 201

P.O. BOX 1369

KEYSTONE HEIGHTS, FL 32656-1369

PAUL D. NEWELL

TELEPHONE  
(352) 473-4928  
FACSIMILE  
(352) 473-0358  
office@pnewelllaw.com

January 17, 2003

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Radionet Wireless Internet, Inc.

Gentlemen:

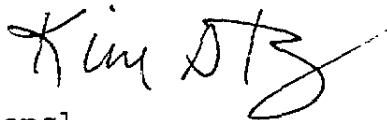
Enclosed please find the Articles of Incorporation of Radionet Wireless Internet, Inc. Please file said Articles and assign a Charter Number accordingly. Please forward a filed copy to our office at the above address.

I am also enclosing herewith our check in the amount of \$122.50 to cover the filing fees, etc.

Thanking you for your continued assistance, I remain,

Sincerely,

Kim Story  
Secretary to Paul D. Newell



encl.  
File #13004

STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
03 JAN 21 PM 3:53

ARTICLES OF INCORPORATION  
OF  
RADIONET WIRELESS INTERNET, INC.

ARTICLE I. NAME

The name of this corporation shall be: RADIONET WIRELESS  
INTERNET, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at  
the time of the filing of these Articles of Incorporation by the  
Florida Department of State, Division of Corporations. This  
corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of  
engaging in the transaction of any and all business activities  
permitted under the laws of the State of Florida and the United  
States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 5000 par  
value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation  
of any shares of new capital stock of the same kind, class, or  
series, as that which the shareholder already holds, shall have the  
preemptive right to purchase a pro rata share thereof (as nearly as  
may be done without the issuance of fractional shares) at the price  
at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be three. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The names and addresses of each individual who shall serve as a member of the Initial Board of Directors are:

Jose Daniel Callesas  
3425 S.W. 2nd Avenue, #250  
Gainesville, Florida 32607

Martin Lutov  
6322 S.W. 250th Street  
Newberry, Florida 32669

Doron Matmor  
15708 N.W. County Road 236  
Alachua, Florida 32615

#### ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal business office shall be 605 N.W. 53rd Avenue, Suite A-9, Gainesville, Florida 32609, and the address of this corporation's initial registered office shall be:

Suite 201 Newell Building  
260A Lawrence Boulevard  
Keystone Heights, Florida 32656.

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

Paul D. Newell

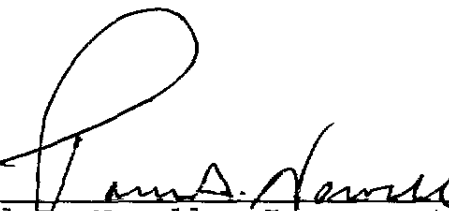
#### ARTICLE X. INCORPORATORS

The names and addresses of the individuals who shall serve as this corporation's incorporators are:

Paul D. Newell  
260A Lawrence Blvd., Ste. 201  
Keystone Heights, FL 32656

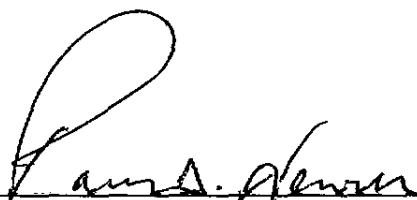
ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
\_\_\_\_\_  
Paul D. Newell - Incorporator

**ACCEPTANCE**

I hereby accept my designation as resident agent and agree to serve as the resident agent of RADIONET WIRELESS INTERNET, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
\_\_\_\_\_  
Paul D. Newell - Registered Agent

STATE OF FLORIDA  
COUNTY OF CLAY

On January 17th, 2003, Paul D. Newell, designated above as the individual who shall serve as the corporation's initial registered agent, who is personally known to me, personally appeared before me at the time of notarization, and acknowledged signing the Acceptance hereinabove for the purposes therein expressed.



Kimberly A. Story  
MY COMMISSION # DD136349 EXPIRES  
August 9, 2006  
BONDED THRU TROY FAIN INSURANCE, INC.

Kimberly A. Story

03 JAN 21 PM 3:53

SECRETARY OF STATE  
DIVISION OF CORPORATIONS