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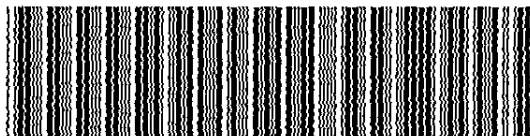
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DIVISION OF CORPORATIONS

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TALLAHASSEE, FLORIDA
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 114909 4372512

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 70.00

ORDER DATE : June 2, 2003

ORDER TIME : 11:34 AM

ORDER NO. : 114909-005

CUSTOMER NO: 4372512

CUSTOMER: Gregg E. Jaclin, Esq
Anslow & Jaclin, LLP

2nd Floor, Freehold Executive
Center 4400 Route 9 South
Freehold, NJ 07728

DOMESTIC FILING

NAME: WIRELESS HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 1155

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

OF

WIRELESS HOLDINGS, INC.

ARTICLE I

NAME

The name of this corporation is WIRELESS HOLDINGS, INC.

ARTICLE II

PURPOSE

To engage in business capital ventures and other business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any time shall be one hundred million (100,000,000) shares of Common Stock at a par value of \$.001 per share upon which there are no preemptive rights. The Common Stock shall be paid for at such time as the Board of Directors may designate, in cash, real property, personal property, services, patents, leases, or any other valuable thing or right for the uses and purposes of the corporation, and shares of capital, which issued in exchange thereof shall thereupon and thereby become and be paid in full, the same as though paid in cash at par, and shall be non assessable forever, the judgment of the Board of Directors as to the value of the property, right or thing acquired in exchange for capital stock shall be conclusive.

In addition, the Corporation shall have the authority to issue ten million (10,000,000) shares of blank check Preferred Stock at a par value of \$.001 per share. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares of any series of Preferred Stock and to determine the designation of any such series. The Board of Directors is also authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock and, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 301 North Ocean Boulevard #710 Pompano Beach, FL 33062, and the name of the initial registered agent of this corporation is Joseph P. Hess

ARTICLE VI
INITIAL PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is 2206 NE 26th St Fort Lauderdale, FL 33305. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation are:

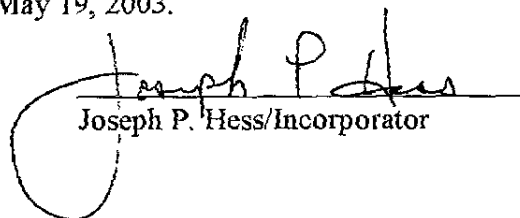
Joseph P. Hess	301 North Ocean Boulevard #710
	Pompano Beach, FL 33062

ARTICLE VIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

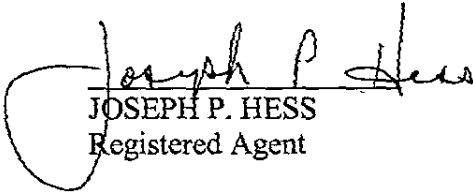
ARTICLE IX
INCORPORATOR

IN WITNESS WHEREOF, the undersigned subscriber and registered agent has executed these Articles of Incorporation on Monday, May 19, 2003.


Joseph P. Hess/Incorporator

ACCEPTANCE OF REGISTERED AGENT
OF WIRELESS HOLDINGS, INC.

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


JOSEPH P. HESS
Registered Agent

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