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DIVISION OF CORPORATIONS

BASIC AMENDMENT

BLUEKEY WIRELESS SYSTEMS, INC

Certificate of Status	0
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*Amended & Restated
Art.*

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 22, 2003

BLUEKEY WIRELESS SYSTEMS, INC
201 NW 52 COURT
FORT LAUDERDALE, FL 33309

SUBJECT: BLUEKEY WIRELESS SYSTEMS, INC
REF: P03000076052

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**CERTIFICATE REGARDING
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BLUEKEY WIRELESS SYSTEMS, INC**

Donald L. Packham, the President of BLUEKEY WIRELESS SYSTEMS, INC, a Florida corporation (the "Corporation"), does hereby certify as follows:

1. The Corporation's Amended and Restated Articles of Incorporation are attached hereto as Exhibit A and made a part hereof.
2. The restatement contains certain amendments that required shareholder approval (the "Amendments").
3. The directors and the shareholders of the Corporation have voted to adopt the Amendments through an Action by Sole Director Without a Meeting dated December 11, 2003, and through an Action by Shareholders Without a Meeting dated December 12, 2003.
4. The number of votes cast by the Corporation's directors and shareholders for the adoption of the Amendments was sufficient for such adoption.

IN WITNESS WHEREOF, Mr. Packham has executed this Certificate Regarding Amended and Restated Articles of Incorporation for the Corporation on this 15 day of December, 2003.


Donald L. Packham, President
BLUEKEY WIRELESS SYSTEMS, INC

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EXHIBIT A**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BLUEKEY WIRELESS SYSTEMS, INC****ARTICLE I**

The name of the Corporation is BLUEKEY WIRELESS SYSTEMS, INC. The duration of the Corporation is perpetual.

ARTICLE II

The current mailing address of the principal office of the Corporation is 201 N.W. 52nd Court, Fort Lauderdale, Florida 33309.

ARTICLE III

The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 55,000,000, consisting of (i) 50,000,000 shares of common stock (the "Common Stock"); and (ii) 5,000,000 shares of preferred stock (the "Preferred Stock").

The Board of Directors is hereby expressly authorized to issue the Preferred Stock in one or more series as it may determine by resolution from time to time. In the resolution establishing a series, the Board of Directors shall give to the series a distinctive designation so as to distinguish it from all other series and classes of stock, shall determine the number of shares in such series and shall fix the preferences, limitations and relative rights thereof. All of the shares of any one series shall be alike in every particular. Except to the extent otherwise provided in the description of each series, all of the shares of all series of preferred stock shall be alike in every particular.

The holders of common stock shall have one vote for each share of such stock held.

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All stock of this Corporation, whether common stock or preferred stock, shall be issued only upon the receipt of the full consideration fixed for the issuance of such stock. Such stock, once issued, shall be fully paid and nonassessable.

No holder of shares of any class of this Corporation shall have (1) any preemptive right to subscribe for or acquire additional shares of this Corporation of the same or any other class, whether such shares shall be hereby or hereafter authorized, or (2) any right to acquire any shares which may be held in the treasury of this Corporation. All such additional or treasury shares may be issued or reissued for such consideration, at such time, and to such persons as the Board of Directors may from time to time determine.

ARTICLE V

The current street address of the Corporation's registered office is 201 N.W. 52nd Court, Fort Lauderdale, Florida 33309. The name of the Corporation's current registered agent at that address is Don L. Packham.

ARTICLE VI

The Corporation currently has one director and the number of directors may be increased or diminished from time to time as provided in the Corporation's Bylaws but shall never be less than one.

ARTICLE VII

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Corporation's Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE VIII

The Corporation expressly elects not to be governed by either Section 607.0901 or Section 607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

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ARTICLE IX

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.