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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

M&D Wireless Communications, Inc.

Certificate of Status	1
Certified Copy	1
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NO. 904 P. 2

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**ARTICLES OF INCORPORATION
OF
M&D WIRELESS COMMUNICATIONS, INC.**

ARTICLE I - NAME

The name of the Corporation is: M&D Wireless Communications, Inc.. (the "Corporation").

ARTICLE II - PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is: 2651 Michael Place #303, Dunedin, Florida 34698

ARTICLE IV - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 1642 Cherry Blossom Terrace, Heathrow, Florida and the initial registered agent of the corporation at that address is: Mathew J. Straus.

ARTICLE V - STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is: 50,000 shares, consisting of 50,000 shares of Common Stock, par value \$.01 per share (the "Common Stock").

A statement of the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, in respect of each class of stock of the Corporation, is as follows:

A. Common Stock.

1. General. All shares of Common Stock shall be identical and shall entitle the holders thereof to the same powers, preferences, qualifications, limitations, privileges and other rights.

2. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock and each holder of shares of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation.

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3. Dividends. Subject to the rights of the holders of the Blank Check Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends (payable in cash, stock or otherwise) as the Board may from time to time determine, payable to stockholders of record on such date or dates as shall be fixed for such purpose by the Board in accordance with the Florida Business Corporation Act.

4. Other. The Common Stock and holders thereof shall have all such other powers and rights as provided by law.

ARTICLE VI - SHAREHOLDER MEETINGS

Notwithstanding any other provision of these Articles of Incorporation, any special meeting of the shareholders called by a shareholder or shareholders must be called by a request submitted in writing to the Secretary of the Corporation by the holder or holders of at least a majority of the outstanding shares of stock entitled to vote.

ARTICLE VII - BYLAWS

The Board is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation, subject to the power of the shareholders to adopt, amend, or repeal such Bylaws.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the Corporation and may, in the discretion of the Board of the Corporation, indemnify any and all other persons whom it shall have power to indemnify under said Section or otherwise under applicable law, from and against any and all of the liabilities, expenses or other matters referred to or covered by said Section. The indemnification provisions contained in the Florida Business Corporation Act shall not be deemed exclusive of any other rights of which those indemnified may be entitled under any bylaw, agreement, resolution of shareholders or disinterested directors, or otherwise. No provision of these Articles of Incorporation is intended by the Corporation to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Florida Business Corporation Act upon the Corporation, upon its shareholders, bondholders and security holders, or upon its directors, officers and other corporate personnel, including, in particular, the power of the Corporation to furnish indemnification to directors, officers, employees and agents (and their heirs, executors and administrators) in the capacities defined and prescribed by the Florida Business Corporation Act and the defined and prescribed rights of said persons to indemnification as the same are conferred under the Florida Business Corporation Act.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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ARTICLE X - INCORPORATOR

The name of the Incorporator of the Corporation is: David S. Oliver, and his address is: 450 S. Orange Avenue, Suite 650, Orlando, Florida 32801.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 21st day July, 2003.

By: 
David S. Oliver, Incorporator

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TALLAHASSEE, FLORIDA

**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That M&D WIRELESS COMMUNICATIONS, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at: 1642 Cherry Blossom Terrace, Heathrow, Florida 32746 and has named Mathew J. Straus as its agent to accept service within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Date: July 21, 2003.


Mathew J. Straus
Registered Agent

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