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BASIC AMENDMENT

WSI II INC.

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Amended & Restated with K/C

T BROWN SEP 11 2003



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 11, 2003

WEI II INC.
7700 AIRPORT ROAD
SUITE 303
BOCA RATON, FL 33431

SUBJECT: WEI II INC.
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Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

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These Amended and Restated Articles of Incorporation were adopted effective September 10, 2003 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Intelcomm Group of Florida Inc.

Old Name: WSI II Inc.

Article II. Address

The mailing address of the Corporation is:

Intelcomm Group of Florida Inc.
3700 Airport Road
Suite 303
Boca Raton FL 33431

Article III. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Martin Guilfoyle

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Ron Bilu | FL Bar Member 632651
Libow & Muskat LLP
3351 N.W. Boca Raton Boulevard
Boca Raton FL 33431
561-367-7300

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Article IV. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

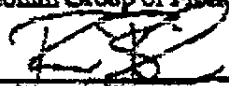
Allen Libow
Libow & Muskat LLP
3351 NW Boca Raton Blvd
Boca Raton FL 33431

Article VI. Corporate Existence

The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

WSI II Inc.
Intelcomm Group of Florida Inc.

By: 
by Ron Bilu, Esq., as attorney in fact

Name: Martin Guilfoyle

Title: President

Date: September 10, 2003

Ron Bilu | FL Bar Member 832651
Libow & Muskat LLP
3351 N.W. Boca Raton Boulevard
Boca Raton FL 33431
561-367-7300

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

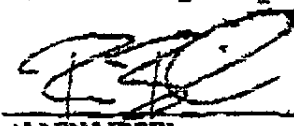
CORPORATION:

Intelcomm Group of Florida Inc.

REGISTERED AGENT/OFFICE:

Allen Libow
Libow & Muskat LLP
3351 NW Boca Raton Blvd
Boca Raton FL 33431

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ALLEN LIBOW
by Ron Bilu, Esq., as attorney in fact

Date: September 10, 2003

Ron Bilu | FL Bar Member 832651
Libow & Muskat LLP
3351 N.W. Boca Raton Boulevard
Boca Raton FL 33431
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