

FROM : REZNICSEK & FRASER

FAX NO. : 9045671066

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Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION**Next Wave Communications, Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
NEXT WAVE COMMUNICATIONS, INC.**

The undersigned incorporator, for the purpose of forming a corporation in the state of Florida hereby adopts the following Articles of Incorporation.

**Article I
Name and Duration**

The name of this corporation is Next Wave Communications, Inc. The duration of the corporation is perpetual. The effective date upon which this corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

**Article II
Principal Office**

The address of the principal office and mailing address of the corporation in the State of Florida is:

13 Maria Place
Ponte Vedra Beach, FL 32082

**Article III
Capital Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having no par value.

**Article IV
Registered Office and Agent**

The street address of the registered office of this corporation is 13 Maria Place, Ponte Vedra Beach, FL 32082 and the name of the registered agent of this corporation at that address is Sam Van Voorhis.

**Article V
Directors**

1. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The manner of selection of directors shall be as provided in the bylaws.

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2. The name and street address of the sole member of the board of directors of this corporation is:

Name
Sam Van Voorhis

Address
13 Maria Place
Ponte Vedra Beach, FL 32082

3. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

Article VI
Bylaws

The power to adopt, amend or repeal bylaws for the management of this corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to the amendment or repeal by the Board of Directors.

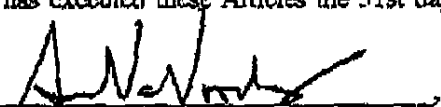
Article VII
Incorporator

The name and street address of the incorporator of this corporation is Sam Van Voorhis, 13 Maria Place, Ponte Vedra Beach, FL 32082.

Article VIII
Amendment

This 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 any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 31st day of May, 2006.


as Incorporator

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501, 607.0505 and 621.13, Florida Statutes, the following is submitted:

Next Wave Communications, Inc., desiring to organize or qualify under the laws of the State of Florida hereby designates Sam Van Voorhis, as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 13 Maria Place, Ponte Vedra Beach, FL 32082.

May 31, 2006

NEXT WAVE COMMUNICATIONS, INC.

By: 

Sam Van Voorhis, President

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

May 31, 2006


Sam Van Voorhis,
as Registered Agent

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