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May 4, 1999

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

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FILED
99 MAY -7 PM 1:33
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Re: Articles of Dissolution of Wireless Telenet, Inc.
Our File No. TELM-4

Dear Sir or Madam:

Enclosed for filing please find an original and one copy of its Articles of Dissolution of Wireless Telenet, Inc. and a copy of the Written Action of Shareholders and Directors, together with our firm check in the amount of \$35.00 for the filing fee. Please file the original Articles of Dissolution and date-stamp and return the enclosed copy of the Articles.

Thank you for your assistance in this matter. Please contact me if you have any questions.

Sincerely,

J. Riddle

Jennifer D. Riddle
Legal Assistant

jdr
enclosures
cc: C.H. Fallen, III
176007.1

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

VOID DIS
FILE 5-13

**ARTICLES OF DISSOLUTION
OF WIRELESS TELENET, INC.**


FILED
99 MAY -7 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, C.H. Fallen, III, certifies that he is the President of Wireless Telenet Inc., a Florida corporation (the "Corporation"), and further certifies each of the matters hereafter set forth is correct and complete:

1. The legal name of the Corporation is Wireless Telenet, Inc.
2. Written action to dissolve the Corporation was taken by the Corporation's shareholders and became effective on April 1, 1999.
3. The Written action to dissolve the Corporation was approved by the holders of all issued and outstanding shares of the Corporation's common stock, representing sufficient votes to authorize such action. The Corporation has no voting groups other than the above referenced common stock shareholders.

WHEREFORE, the undersigned requests the Secretary of State, upon being satisfied that all statutory requirements have been complied with, to file these Articles of Dissolution in accordance with the provisions of the Florida Business Corporation Act.

DATED: April 1, 1999.



C.H. Fallen, III, President

**WRITTEN ACTION OF SHAREHOLDERS AND DIRECTORS
OF
WIRELESS TELENET, INC.**

The undersigned, being all of the shareholders and directors of WIRELESS TELENET, INC., a Florida corporation (the "Company"), acting pursuant to the terms of §607.0704 and .0821, Florida Statutes, and by agreement of the undersigned not otherwise proscribed by the Company's Certificate of Incorporation or By-Laws, hereby take the following written actions in lieu of holding a meeting regarding same:

1. Dissolution of Company: It is hereby agreed that the Company shall be dissolved pursuant to Section 607.1402, Florida Statutes (1997) and in that regard, it is agreed that:

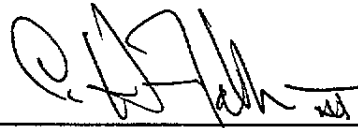
a. The Company shall file with the Florida Secretary of State its Articles of Dissolution in the form of Exhibit "A" attached hereto.

b. Following the above referenced filing, the Company shall immediately cease the active conduct of its business. It shall then proceed to collect its assets; convey and dispose of such of its properties as are not to be distributed in kind to its Shareholders; discharge its liabilities and obligations or make adequate provision for discharge thereof; and do all other acts required to liquidate its business and affairs, all in accordance with Section 607.1406, Florida Statutes (1997). The Company shall then distribute the remainder of its assets, if any, either in cash or in kind, among its Shareholders according to their respective rights and interests, which assets shall be received by the Shareholders incident to this plan of complete liquidation and in consideration of the surrender and cancellation of all issued and outstanding shares of capital stock of the Company owned by each. If the Company does not have sufficient assets with which to pay all of its creditors, the Company shall pay creditors in accordance with the creditors' priority and, among claims of equal priority, ratably to the extent of funds legally available therefore.

Each of the officers of the Company are authorized and directed, in the name and on behalf of the Company and under its seal or otherwise, to execute and deliver all such documentation necessary to effect such liquidation and dissolution and to take all such further action as such officer, in his or her discretion, may consider necessary or appropriate in order to effect the full intent and purpose of this resolution to liquidate and dissolve the Company.

IN WITNESS WHEREOF, each of the undersigned shareholders has executed this Written Action as of the date referenced below.

Dated: April 1, 1999

A handwritten signature in black ink, appearing to read 'C.H. Fallen, III', written over a horizontal line.

C.H. Fallen, III, Sole Shareholder and
Sole Director

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