

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32310  
904-222-9171  
904-222-0393 FAX

800-342-8086

P95000012709

**CSO networks**

MAIL TO:  
P.O. Box 5828  
TALLAHASSEE, FL 32311

ACCOUNT NO. : 072100000032

REFERENCE : 543160 81181A

AUTHORIZATION :

COST LIMIT : 9 122.50

ORDER DATE : February 14, 1995

ORDER TIME : 12:27 PM

ORDER NO. : 543160

CUSTOMER NO: 81181A

CUSTOMER: Alan L. Gabriel, Esq  
ALAN L. GABRIEL, ESQ

Penthouse E  
2455 E. Sunrise Blvd.  
Ft. Lauderdale, FL 33304

DOMESTIC FILING

P95000012709

NAME: GALAXY PERSONAL COMMUNICATION  
SERVICES, INC.

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

FILED  
95 FEB 14 AM 9 45  
SECRET  
TALLAHASSEE, FLORIDA

PL-  
2-15-95  
02/A

FILED  
95 FEB 14 PM 9 49  
SECRET  
TALLAHASSEE  
FLORIDA

ARTICLES OF INCORPORATION  
OF  
GALAXY PERSONAL COMMUNICATION SERVICES, INC.

The undersigned, acting as Incorporators of a corporation under the Florida Business corporation act, adopt(s) the following Articles of Incorporation for such corporation:

ARTICLE I.

NAME

The name of the corporation shall be Galaxy Personal Communication Services, Inc.

ARTICLE II.

PRINCIPAL OFFICE/MAILING ADDRESS

The mailing address of the corporation is 2455 East Sunrise Boulevard, Penthouse East, Fort Lauderdale, Florida 33304. The street address of the principal office of this corporation shall be 2455 East Sunrise Boulevard, Penthouse East, Fort Lauderdale, Florida 33304.

ARTICLE III.

CAPITAL STOCK

The aggregate number of shares that the Corporation has authority to issue is 100, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE IV.

REGISTERED AGENT

The corporation has designated as its Registered Agent, ALAN L. GABRIEL, ESQ. The street address of the initial registered office of the corporation shall be 2455 East Sunrise Boulevard, Penthouse East, Fort Lauderdale, Florida 33304.

ARTICLE V.

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI.

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears

to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE VII.

##### SPECIAL PROVISION

It is the intent of the incorporators that this corporation will qualify as an S corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

#### ARTICLE VIII.

##### OFFICERS AND DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two directors, initially. The number of directors may be increased or decreased from time to time by

amendment to, or in the manner provided in, the corporation's articles of incorporation or the by-laws, but shall never be less than one. The name and street address of the initial members of the Board of Directors and officers of the corporation are:

Director, President, and Treasurer:

Joseph W. Forbes, Jr.  
2455 E. Sunrise Blvd., Penthouse East  
Fort Lauderdale, Florida 33304

Director, Vice President and Secretary:

Solyman Ashrafi  
2455 E. Sunrise Blvd., Penthouse East  
Fort Lauderdale, Florida 33304

ARTICLE IX.

INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

ALAN L. GABRIEL, Esq.  
2455 E. Sunrise Blvd., Penthouse East  
Fort Lauderdale, Florida 33304

IN WITNESS WHEREOF, we have hereunto set our hand and seal this \_\_\_ day of February, 1995.

Witnesses:

Sign \_\_\_\_\_  
Print \_\_\_\_\_

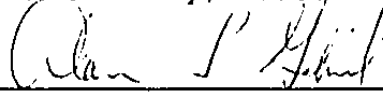
Sign \_\_\_\_\_  
Print \_\_\_\_\_

Sign  \_\_\_\_\_  
ALAN L. GABRIEL, ESQ.

ACCEPTANCE OF REGISTERED AGENT

I, ALAN L. GABRIEL, ESQ., being a resident of the State of Florida and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligation of the position of Registered Agent under Section 607.0505, Florida Statutes.

EXECUTED this \_\_\_\_\_ day of February, 1995.



ALAN L. GABRIEL

FILED  
95 FEB 14 AM 9 49  
TALLAHASSEE, FLORIDA

3003corp.art

P95000012709



RECEIVED  
95 NOV 17 PM 1:18  
DIVISION OF REGISTRATION

ACCOUNT NO. : 0721000000032  
REFERENCE : 739320 81181A  
AUTHORIZATION : *Patricia Pyzdek*  
COST LIMIT : \$ 35.00

ORDER DATE : November 17, 1995  
ORDER TIME : 10:22 AM  
ORDER NO. : 739320  
CUSTOMER NO: 81181A

300001840818

CUSTOMER: Alan L. Gabriel, Esq  
Alan L. Gabriel, Esq  
Penthouse E  
2455 E. Sunrise Blvd.  
Ft. Lauderdale, FL 33304

DOMESTIC AMENDMENT FILING

NAME: GALAXY PERSONAL COMMUNICATION SERVICES, INC.

XXX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozer

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
95 NOV 17 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amendment  
11/17/95  
DC*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

GALAXY PERSONAL COMMUNICATION SERVICES, INC.

FILED  
NOV 17 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment of its articles of incorporation:

1. The name of the corporation is GALAXY PERSONAL COMMUNICATION SERVICES, INC.

2. Upon the resignation of Solyman Ashrafi, its officer and director on October 22, 1995, Article VIII of the articles of incorporation is hereby amended to:

ARTICLE VIII

OFFICERS AND DIRECTORS:

This corporation shall have one director. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the corporation's articles of incorporation or the by-laws, but shall never be less than one. The name and street address of the member of the Board of Directors and officers of the corporation is:



Director, President, Vice-President, Secretary and Treasurer:

Joseph W. Forbes, Jr.  
2455 E. Sunrise Blvd., Penthouse East  
Fort Lauderdale, Florida 33304

3. The amendment was adopted on October 23, 1995.

4. The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
\_\_\_\_ day of November, 1995.

Witnesses:

Sign *Kenneth M. Gurnes*  
Print KENNETH M. GURNES

Sign *Elizabeth L. Litchfield*  
Print Elizabeth Litchfield

Sign *Joseph W. Forbes, Jr.*  
JOSEPH W. FORBES, Director

2152amnd.art

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-0070  
904-222-0191 FAX

800-342-8086



**P95000012709**

ACCOUNT NO. : 0721000000032

REFERENCE : 946063 81181A

AUTHORIZATION : *Patricia Pyjota*

COST LIMIT : 935.00

ORDER DATE : May 8, 1996

ORDER TIME : 10:22 AM

700001813827

ORDER NO. : 946063

CUSTOMER NO: 81181A

CUSTOMER: Alan L. Gabriel, Esq  
Alan L. Gabriel, Esq  
Penthouse E  
2455 E. Sunrise Blvd.  
Ft. Lauderdale, FL 33304

DOMESTIC AMENDMENT FILING

NAME: GALAXY PERSONAL COMMUNICATION SERVICES, INC.

ARTICLES OF AMENDMENT  
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING.

CERTIFIED COPY  
 FLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FUHRMAN

EXAMINER'S INITIALS:

**FILED**  
96 MAY -8 PH 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amendment*  
*5/8/96*  
**RECEIVED**  
96 MAY -8 PH 1:33  
DIVISION OF CORPORATION  
*[Signature]*

SECOND ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
GALAXY PERSONAL COMMUNICATION SERVICES, INC.

Pursuant to F.S. §607.1006, the Articles of Incorporation of  
the above named Corporation are hereby amended as follows:

FILED  
95 JAN -8 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. ARTICLE II is hereby amended to read as follows:

ARTICLE II

PRINCIPLE OFFICE/MAILING ADDRESS

The street address of the principal office of this Corporation shall be 2455 E. Sunrise Boulevard, Penthouse East, Fort Lauderdale, Florida 33304. The mailing address of the corporation is 2455 E. Sunrise Boulevard, Penthouse East, Fort Lauderdale, Florida 33304.

2. ARTICLE III is hereby amended to read as follows:

ARTICLE III

CAPITAL STOCK

The aggregate number of shares that the Corporation has authority to issue is 1,000, all of which shall be common shares with par value of \$1.00 per share.

3. ARTICLE IV is hereby amended to read as follows:

ARTICLE IV

REGISTERED AGENT

The corporation has designated as its Registered Agent, Alan L. Gabriel, Esquire. The street address of the Registered Office of the corporation shall be 2455 E. Sunrise Boulevard, Penthouse East, Fort Lauderdale, Florida 33304.

4. ARTICLE VII is hereby deleted in its entirety.

5. ARTICLE VIII, as previously amended pursuant to the Articles of Amendment filed on November 17, 1995, is hereby further amended

in its entirety to read as follows:

**ARTICLE VIII**

**DIRECTORS**

The Board of Directors of the Corporation shall consist of one member. The name and address of the director is JOSEPH W. FORBES JR., 2455 E. Sunrise Boulevard, Panthouse East, Fort Lauderdale, Florida 33301. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in the Corporation's Articles of Incorporation or the Corporation's Bylaws, but shall never be less than one.

6. The foregoing amendments were adopted on 04/26, 1996.

7. The number of votes cast for the foregoing amendments by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, we the undersigned have executed these Articles of Amendment this 26<sup>th</sup> day of APRIL, 1996.

GALAXY PERSONAL COMMUNICATION  
SERVICES, INC., a Florida corporation

BY: Joseph W. Forbes Jr.  
JOSEPH W. FORBES JR., President/  
Director

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before this 26<sup>th</sup> day of April, 1996 by JOSEPH W. FORBES JR., President of GALAXY PERSONAL COMMUNICATION SERVICES, INC., a Florida corporation on behalf of the Corporation.

Anna L. Brinnon  
Notary Public, State of Florida  
Printed Name:  
My Commission Expires:  
My Commission Number:



ANNA L. BRINNON  
MY COMMISSION # CC486547 EXPIRES  
August 9, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

P95000012709

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

GALAXY PERSONAL COMMUNICATION SERVICES, INC., a Florida  
corporation, P95000012709

INTO

GALAXY PERSONAL COMMUNICATIONS SERVICES, INC., a Georgia  
corporation not qualified in Florida.

File date: July 1, 1996

Corporate Specialist: Joy Moon-French

# P95000012709

TODD A. STERZOY  
Holland and Knight

(Requestor's Name)  
315 South Calhoun Street Suite 600

(Address)  
Tallahassee, Florida 32302

(City, State, Zip) (Phone #)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
-07/01796--01032--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Galaxy Personal Communications Services Inc.  
(Corporation Name) (Document #)
2. Galaxy Personal Comm. Service Inc.  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

FILED  
96 JUL -1 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Walk in     Pick up time 1:00     Certified Copy

Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Please I need back by 7/13  
96 JUL 02 AM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7/13  
Jon  
Merger

Examiner's Initials



96 JUL -2 PM 2:53

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 1, 1996

HOLLAND AND KNIGHT  
TODD STERZOY  
TALLAHASSEE, FL

SUBJECT: GALAXY PERSONAL COMMUNICATION SERVICES, INC.  
Ref. Number: P95000012709

We have received your document for GALAXY PERSONAL COMMUNICATION SERVICES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the date of adoption of the merger by "Galaxy-Georgia's" board of directors since shareholder approval was not required.

A statement that shareholders of the subsidiary corporation who would be entitled to vote and who dissent from the merger pursuant to section 607.1320, Florida Statutes, may be entitled, if they comply with the provisions of this act regarding the rights of dissenting shareholders, to be paid fair value of their shares, must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 796A00032386

Please Give July 1  
Filing Date!

FILED

96 JUL -1 PM 1:00

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF MERGER

of

GALAXY PERSONAL COMMUNICATION SERVICES, INC.,  
a Florida corporation

with and into

GALAXY PERSONAL COMMUNICATIONS SERVICES, INC.,  
a Georgia corporation

(Under Section 607.1107 of the Florida Business Corporation Act)

Galaxy Personal Communications Services, Inc., a Georgia corporation ("Galaxy-Georgia") hereby certifies in connection with the merger (the "Merger") of Galaxy Personal Communication Services, Inc., a Florida corporation ("Galaxy-Florida"), with and into Galaxy-Georgia:

I.

The Plan of Merger is as follows:

PLAN OF MERGER  
OF  
GALAXY PERSONAL COMMUNICATION SERVICES, INC.  
WITH AND INTO  
GALAXY PERSONAL COMMUNICATIONS SERVICES, INC.

I.

CONSTITUENT CORPORATIONS

The name of each constituent corporation is as follows: Galaxy Personal Communication Services, Inc., a corporation of the State of Florida ("Galaxy-Florida"); and Galaxy Personal Communications Services, Inc., a corporation of the State of Georgia ("Galaxy-Georgia").

II.

MERGER

Pursuant to Section 14-2-1101 of the Georgia Business Corporation Code and Section 607.1101 of the General Corporation Law of the State of Florida, Galaxy-Florida, a subsidiary of Galaxy-Georgia, shall be merged with and into Galaxy-Georgia (the "Merger").



III.  
SURVIVING CORPORATION

Galaxy-Georgia shall be the surviving corporation of the Merger, and Galaxy-Georgia's name thereafter shall continue to be "Galaxy Personal Communications Services, Inc."

IV.  
MANNER AND BASIS OF CONVERTING SHARES

(a) Each share of the Common Stock, par value \$1.00 per share, of Galaxy-Florida ("Galaxy-Florida Common Stock") that is issued and outstanding immediately prior to the effective time of the Merger and that is held by Galaxy-Georgia, shall, by virtue of the Merger and without further action, be cancelled.

(b) Each share of Galaxy-Florida Common Stock that is issued and outstanding immediately prior to the effective time of the Merger and that is not held by Galaxy-Georgia, shall be converted into the right to receive \$2,688.69 in cash.

(c) The Merger shall have no effect on the outstanding shares of Common Stock, par value \$1.00 per share, of Galaxy-Georgia ("Galaxy-Georgia Common Stock"); each share of Galaxy-Georgia Common Stock outstanding immediately prior to the effectiveness of the Merger shall remain outstanding and unchanged as a result of the Merger.

V.  
ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation and Bylaws of Galaxy-Georgia, in effect immediately prior to the Merger shall remain unchanged and shall continue to be its Articles of Incorporation and Bylaws after the Merger until further amended in the manner provided by the Georgia Business Corporation Code.

VI.  
EFFECT OF MERGER

Upon the effectiveness of the Merger, the separate existence of Galaxy-Florida shall cease, and Galaxy-Georgia shall, without any further action, possess all of the rights, privileges, powers, immunities, and franchises, of a public as well as of a private nature, of each of the merging corporations. All property, real, personal, and mixed, and all debts due on whatever account, including subscriptions for shares, and all other choses in action, and each and every other interest of or belonging to or due to each of the corporations so merged shall be vested in Galaxy-Georgia, without further act or deed. The title to any real estate, or any interest therein, vested in any of such corporations shall not revert or be in any way impaired by reason of the Merger. After the Merger, Galaxy-Georgia shall be responsible and liable for all of the duties, liabilities and obligations of each of the corporations so merged. Any claim existing or action or

proceeding pending by or against either of such corporations may be prosecuted as if the Merger had not taken place, or Galaxy-Georgia may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of such corporations shall be impaired by the Merger.

VII.

EFFECTIVE DATE AND ABANDONMENT OF MERGER

A Certificate of Merger shall be filed and recorded in accordance with the Georgia Business Corporation Code and Articles of Merger shall be filed in accordance with the Florida Business Corporation Act. The Merger shall become effective as of 12:01 a.m., Atlanta time, on July 1, 1996, provided the filings in Georgia and Florida have occurred, and if not, at the time subsequently when the last such filing has occurred. Notwithstanding any other provisions hereof, this Plan of Merger and the Merger contemplated hereby may, at any time prior to the issuance of the Certificate of Merger by the Secretary of State of Georgia, be terminated and abandoned pursuant to action taken by the Board of Directors of Galaxy-Georgia.

II.

A copy of the Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of Galaxy-Florida or Galaxy-Georgia.

III.

Pursuant to the Plan of Merger, the Merger shall be effective as of 12:01 a.m., Atlanta time, on July 1, 1996, provided a Certificate of Merger has been filed with the Secretary of State of Georgia and these Articles of Merger have been filed with the Florida Department of State, and if not, at the time subsequently when the last such filing has occurred.

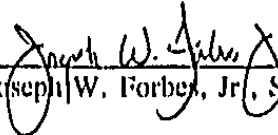
IV.

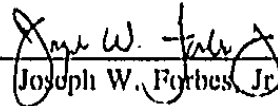
Pursuant to Section 14-2-1103(h) of the Georgia Business Corporation Code and Section 607.1103(7) of the General Corporation Law of the State of Florida, approval of the Merger by shareholders of Galaxy-Georgia was not required. The Board of Directors of Galaxy-Georgia adopted the Plan of Merger on June 28, 1996. The shareholders of Galaxy-Florida adopted and approved the Plan of Merger by written consent in lieu of a meeting pursuant to Section 607.0704 of the Florida Business Corporation Act on June 28, 1996. The shareholders of Galaxy-Florida who would be entitled to vote and who dissent from the merger pursuant to s. 607.1320 of the Florida Business Corporation Act may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Merger to be duly executed this 27th day of June, 1996.

Attest:

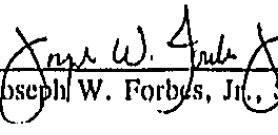
GALAXY PERSONAL  
COMMUNICATIONS SERVICES, INC.

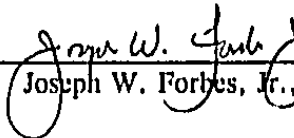
  
\_\_\_\_\_  
Joseph W. Forbes, Jr., Secretary  
[CORPORATE SEAL]

By:   
\_\_\_\_\_  
Joseph W. Forbes, Jr., President

Attest:

GALAXY PERSONAL  
COMMUNICATION SERVICES, INC.

  
\_\_\_\_\_  
Joseph W. Forbes, Jr., Secretary  
[CORPORATE SEAL]

By:   
\_\_\_\_\_  
Joseph W. Forbes, Jr., President