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June 14, 1995

*****70.00 *****70.00

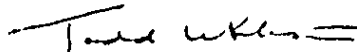
Bureau of Corporate Records
c/o Secretary of State
P. O. Box 6327
Tallahassee, Florida 32314

Gentlemen:

Enclosed are two signed copies of the Articles of Incorporation for Totally Wireless, Inc. and a check payable to the Secretary of State for the following fees:

Florida corporation filing fee	\$ 35.00
Certification designating registered agent	<u>35.00</u>
	<u>70.00</u>

Very truly yours,



Todd W. Kliston

TWK/alg

Enclosures

Handwritten signature

FILED
95 JUN 16 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

TOTALLY WIRELESS, INC.

FILED
95 JUN 16 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of the corporation is Totally Wireless, Inc.

ARTICLE II

NATURE OF BUSINESS

The corporation may transact any lawful business for which corporations may be incorporated under the Florida Business Corporations Act.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock. The consideration paid for each shares shall be fixed by the Board of Directors from time to time.

ARTICLE IV

CERTIFICATES

Shares of the corporation must be evidenced by the issuance of certificates. The form and content of the certificates shall be as prescribed by Florida Law.

ARTICLE V

ADDRESS

The initial street address of the principal office of this corporation is 2000 Banks Road, Suite 201E, Margate, Florida 33063.

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

INITIAL DIRECTORS

The name and address of the initial Director who shall hold office until his successors are elected and have qualified is:

Alberto J. Flores

808 Cypress Blvd., #103
Pompano Beach, FL 33069

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is as follows:

NAME

ADDRESS

Todd W. Kliston

8211 West Broward Blvd.
Suite 375
Plantation, Florida 33324

ARTICLE IX

REGISTERED OFFICE & REGISTERED AGENT

The street address of the corporation's initial registered agent is 808 Cypress Blvd., #103, Pompano Beach, Florida 33069 and the name of the initial registered agent at that office is Alberto J. Flores.

ARTICLE X

EFFECTIVE DATE

The initial date of incorporation shall be effective on the date this document is filed as evidenced by the Department of State's date and time endorsement on the original document.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Florida law.

Date 6/14/95

Todd W. Klinton
TODD W. KLINTON

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

IN COMPLIANCE WITH SECTION 607.0403, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-- TOTALLY WIRELESS, INC.,
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MARGATE, STATE OF FLORIDA, HAS
(CITY) (STATE)

NAMED ALBERTO J. FLORES, LOCATED AT
(NAME OF REGISTERED AGENT)

808 CYPRESS BLVD., #103
(STREET ADDRESS POST OFFICE BOXES ARE NOT ACCEPTABLE)

CITY OF POMPANO BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY STATE THAT I AM FAMILIAR WITH, AND ACCEPT THE OBLIGATIONS OF THIS POSITION

SIGNATURE

Alberto J. Flores
(REGISTERED AGENT)

DATE

JUNE 13, 1995

FILED
95 JUN 16 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA