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CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

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DIVISION OF CORPORATIONS

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RE: AirCorr PSS, Inc

C.C. FEE. DISBURSED

Capital Express™

☒ Art. of Inc. Filing

Corp. Record Search

Ltd. Partnership Filing

Foreign Corp. Filing

☒ () Cert. Copy(s)

Art. of Amend. Filing

Dissolution/Withdrawal

C U S-

Fictitious Name Filing

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 Filing

UCC 11 Search

UCC 11 Retrieval

File No.'s, Copies

Courier Service

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Phone ()

Top Priority

Express Mail Prep

FAX () pgs.

SUBTOTALS

FEE..... \$

DISBURSED..... \$

SURCHARGE..... \$

TAX on corporate supplies..... \$

SUBTOTAL..... \$

PREPAID..... \$

BALANCE DUE..... \$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAK _____

WALK-IN Will Pick Up 725 2230

LANDMAN, O'BRIEN, RIEMENSCHNEIDER & KANCILIA, P.A.

Attorneys At Law

ALAN H. LANDMAN
JAMES M. O'BRIEN
MICHAEL R. RIEMENSCHNEIDER
JOHN R. KANCILIA

316 NORTH HARBOR CITY BOULEVARD
MILBOURNE, FLORIDA 32935
TELEPHONE (407) 242-9800
FACSIMILE (407) 242-9955

July 24, 1995

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation for AirCom PCS, Inc.


Dear Sir:

Please find enclosed our firm check in the amount of \$122.50 to cover the necessary filing fees as follows:

| | |
|------------------------------|--------------|
| Filing Fee | \$ 35.00 |
| Certified Copy | 52.50 |
| Designation Registered Agent | <u>35.00</u> |
| | \$122.50 |

Thank you for your attention and courtesy in filing these Articles. Should you have any questions in regard to this filing, please do not hesitate to contact the undersigned. I remain,

Very truly yours,


Audrey Murray
Secretary to James-M. O'Brien

JMO/am
Encl.

ARTICLES OF INCORPORATION

AIRCOM PCS, INC

ARTICLE I - NAME

The name of this corporation is AIRCOM PCS, INC., located at 105 Lansing Island Drive, Indian Harbor Beach, FL 32939.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$0.01 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes,

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shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 516 N. Harbor City Blvd., Melbourne, FL 32935, and the name of the initial registered agent of this corporation at that address is James M. O'Brien.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation is:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------|---|
| Howard P . Murray | 105 Lansing Island Drive Indian Harbor Beach, FL 32939 |
| Arthur F. Webb | 110 Delmar Melbourne Beach, FL 32951 |

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|--|
| James M. O'Brien | 516 North Harbor City Blvd. Melbourne, FL 32935 |

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another

capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

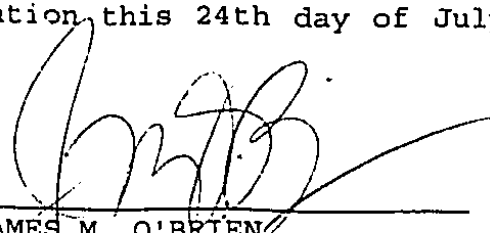
ARTICLE XIV - I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

ARTICLE XV - SUBCHAPTER "S" ELECTION

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organization Meeting hereof.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of July, 1995.



JAMES M. O'BRIEN

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that AIRCOM PCS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Palm Bay, County of Brevard, State of Florida, has named JAMES M. O'BRIEN, located at 516 N. Harbor City Blvd., Melbourne, FL 32935, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



JAMES M. O'BRIEN