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PRESTIGE HAY
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 2100000032

REFERENCE # 829192 8747C

AUTHORIZATION #

Patricia Project

COST LIMIT \$ 70.00

500001704035

ORDER DATE : February 1, 1996

ORDER TIME : 10:35 AM

ORDER NO. : 829192

CUSTOMER NO: 8747C

CUSTOMER: Brian E. Ingalls, Esq
HERZFELD & RUBIN

Suite 400
1901 W. Cypress Creek Road
Fort Lauderdale, FL 33309

DOMESTIC FILING

NAME: U.S.A. WIRELESS SERVICES, INC.

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: LORI DUNLAP

EXAMINER'S INITIALS:

T. BROWN FEB - 2 1996

RECEIVED
56 FEB - 1 PM 12:13
DIVISION OF CORPORATION

FILED
96 FEB - 1 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
U.S.A. WIRELESS SERVICES, INC.**

FILED
98 FEB -1 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be U.S.A. WIRELESS SERVICES, INC.

ARTICLE II. NATURE OF BUSINESS

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 7,000,000 shares, no par value. All such shares shall be of a single class, designated as common.

ARTICLE IV. SHAREHOLDER VOTING

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these Articles of Incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE V. PREEMPTIVE RIGHTS

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI. INDEMNITY

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII. CONTROL - SHARE ACQUISITION

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII. AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and proposed by them to the shareholders and approved at a shareholders meeting by a majority of the shares entitled to vote thereon unless a majority of the directors and shareholders representing a majority of the outstanding shares entitled to vote, sign a written statement manifesting their intention that certain stated amendments to these Articles of Incorporation be made.

ARTICLE IX. BYLAWS

The bylaws of the corporation may be adopted, altered, amended or repealed by majority vote of either the directors or the shareholders.

ARTICLE X. NUMBER OF DIRECTORS

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and addresses are as follows:

Ernesto Liebster
15520 Lancelot Court
Davie, Florida 33331

ARTICLE XI. REGISTERED AGENT

The initial registered agent of the corporation is Brian E. Ingalls, Esquire. The street address of the corporation's initial registered office is 1901 West Cypress Creek Road, Suite 400, Fort Lauderdale, Florida 33309.

ARTICLE XII. PRINCIPAL PLACE OF BUSINESS

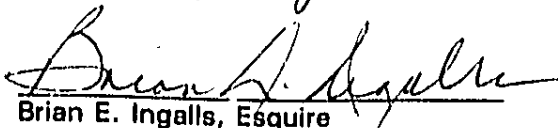
The principal place of business and mailing address of this corporation shall be:

15520 Lancelot Court
Davie, Florida 33331

ARTICLE XIII. INCORPORATOR

The name and address of the Incorporator to these Article of Incorporation is Brian E. Ingalls, Esquire, 1901 West Cypress Creek Road, Suite 400, Fort Lauderdale, Florida 33309.

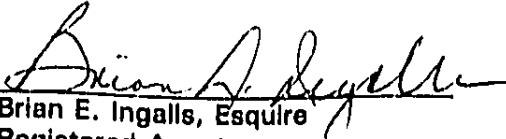
The undersigned incorporator has executed these Articles of Incorporation this 30th day of January, 1996.


Brian E. Ingalls, Esquire
Incorporator

**CONSENT TO SERVE AS REGISTERED AGENT
FOR U.S.A. WIRELESS SERVICES, INC.**

Having been named in the State of Florida as registered agent and to accept service of process for the above stated corporation, I hereby 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 obligation of my position as registered agent.

Date: January 30, 1996


Brian E. Ingalls, Esquire
Registered Agent

FILED
96 FEB -1 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA