

P96000034309

HINES NORMAN & ASSOCIATES, P.L.

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TAXATION
CORPORATION & BUSINESS LAW
ESTATE PLANNING & ADMINISTRATION

June 24, 1999

(813) 251-8659
FAX (813) 254-6153

BY CERTIFIED MAIL NO.: Z 453 019 976

RETURN RECEIPT REQUESTED

Secretary of State
Division of Corporations
Amendment Section
409 E. Gaines Street
Tallahassee, FL 32399

800002917748--4
-06/28/99-01146-011
*****87.50 *****43.75

Re: Third Amendment To Amended And Restated
Articles of Incorporation of Bobby Allison
Wireless Corporation

Dear Sir or Madam:

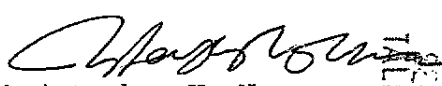
Enclosed herewith is an original and one copy of the Third Amendment To Amended And Restated Articles of Incorporation for the above-referenced corporation and our check in the amount of \$87.50 to cover the costs of the filing fee and the certified copy fee. PLEASE NOTE THE THIRD AMENDMENT IS TO BE EFFECTIVE AS OF JULY 5, 1999.

Filing Fee	\$35.00
Certified Copy Fee	<u>52.50</u>
	\$87.50

EFFECTIVE DATE
7-5-99

We would appreciate your filing the Amendment to the Articles, and returning a certified copy to us.

Very truly yours,


Christopher H. Norman

CHN:jfb

Enclosures

cc: Bobby Allison Wireless, Inc. (with encl.)
Billy Holbrook, Esq. (with encl.)

FILED
99 JUN 28 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
7-16-99
BKS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 6, 1999

HINES NORMAN & ASSOCIATES, P.L.
HYDE PARK PROFESSIONAL CENTER
315 SOUTH HYDE PARK AVENUE
TAMPA, FL 33606

SUBJECT: BOBBY ALLISON WIRELESS CORPORATION
Ref. Number: P96000034309

99 JUN 28 PM 4:44
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for BOBBY ALLISON WIRELESS CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption and the effective date. The date of adoption is the date the document was approved.

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 (850) 487-6957.

Doug Spitler
Document Specialist

EFFECTIVE DATE
7-5-99

Letter Number: 999A00035005

HINES NORMAN & ASSOCIATES, P.L.

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TAXATION
CORPORATION & BUSINESS LAW
ESTATE PLANNING & ADMINISTRATION

July 12, 1999

(813) 251-8659
FAX (813) 254-6153

Florida Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314
Attention: Doug Spitler

Re: Bobby Allison Wireless Corporation

Dear Mr. Spitler:

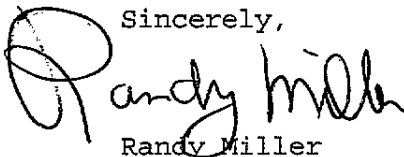
Please find enclosed an original and one copy of the Third Amendment To Amended And Restated Articles of Incorporation Of Bobby Allison Wireless Corporation. Pursuant to your letter of July 6, 1999, we have modified the last Whereas clause in the body of the document on page 1 so as to provide that the amendment was adopted on June 23, 1999 but is to be effective July 5, 1999. For your convenience, a copy of said letter is enclosed.

I trust that with the above-referenced change the amendment may be filed. If you have any questions, please do not hesitate to contact me.

EFFECTIVE DATE

7-5-99

Sincerely,


Randy Miller

RM:jfb
Enclosures

FILED
99 JUN 28 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**THIRD AMENDMENT TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BOBBY ALLISON WIRELESS CORPORATION**

FILED

99 JUN 28 PM 4:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, Bobby Allison Wireless Corporation (the "Corporation"), a Florida corporation, filed with the Florida Department of State on December 1, 1998 its Amended and Restated Articles of Incorporation (the "Articles"); and

WHEREAS, as permitted by Florida Statute §607.1001, the Corporation reserved the right to amend the Articles pursuant to Article IX of the Articles; and

WHEREAS, the Corporation amended the Articles pursuant to its First Amendment to Amended And Restated Articles of Incorporation filed with the Florida Department of State on December 28, 1998; and

WHEREAS, the Corporation amended the Articles pursuant to its Second Amendment to Amended And Restated Articles of Incorporation filed with the Florida Department of State on March 1, 1999; and

WHEREAS, the Corporation desires to further amend its Articles to amend certain provisions relating to the 7.5% Series C Convertible Preferred Stock of the Corporation; and

WHEREAS, the Corporation is owned by both common stockholders and preferred stockholders, but the Corporation's preferred stockholders are not entitled to vote with respect to the amendment hereinafter set forth; and

WHEREAS, the amendment hereinafter set forth has been adopted with the consent of, and has been approved by, all of the Corporation's common stockholders and all of the Corporation's Board of Directors, on June 23, 1999, to be effective for all purposes as of July 5, 1999.

NOW, THEREFORE, the Articles are hereby amended as follows:

1. Article IV, Section 4.1(a) shall be amended by deleting any references to 7.5% with respect to the Series C Convertible Preferred Stock of the Corporation.

2. Article IV, Section 4.2(b) of the Articles shall be deleted in its entirety and the following Article IV, Section 4.2(b) shall be inserted in lieu thereof:

(b) Dividends. The holders of the Series A Preferred Stock and Series B Preferred Stock shall be entitled to receive out of funds legally available therefor, dividends at the annual rate of seven and one-half percent (7.5%) based on the Series A Initial Purchase Price and the Series B Initial Purchase Price, as applicable. The holders of the Series C Preferred Stock shall be entitled to receive out of funds legally available therefor, dividends at an annual rate based upon the Series C Initial Purchase Price as set by the Board of Directors of the Corporation in accordance with Florida Statute 607.0602 which provides in pertinent part that, prior to the issuance of any Series C Preferred Stock, the Board of Directors shall (i) determine the dividend rate and (ii) deliver to the Department of State for filing articles of amendment reflecting the so determined dividend rate. In no event, however, may the dividend rate on the Series C Preferred Stock exceed seven and one-half percent (7.5%) and the dividend rate as set shall be the same for all shares of Series C Preferred Stock. Dividends on the Series A Preferred Stock and the Series B Preferred Stock shall accrue on a daily basis and shall be payable in cash semi-annually on January 1 and July 1 of each year for so long as any Series A Preferred Stock or Series B Preferred Stock remains outstanding. Dividends on the Series C Preferred Stock shall accrue on a daily basis and shall be payable in cash semi-annually on April 1 and October 1 of each year for so long as any Series C Preferred Stock remains

EFFECTIVE DATE
7-5-99

outstanding. Dividends on the Preferred Stock, including, without limitations, any accrued and unpaid dividends and liquidating distributions, shall be paid before any dividends or other distributions shall be declared or paid or set aside for payment on any Subordinate Stock; provided, further, that any such dividends shall be paid on the Series A Preferred Stock and Series B Preferred Stock before any dividends or other distributions shall be declared or paid or set aside for payment on any Series C Preferred Stock.

3. Article IV, Section 4.2(e)(i) shall be deleted in its entirety, and the following Article IV, Section 4.2 (e)(i) shall be inserted in lieu thereof:

(i) Mandatory Redemption. To the extent the Corporation shall have funds legally available for such payment, the Corporation shall redeem each share of Series A Preferred Stock and each share of Series B Preferred Stock on each date which is five (5) years after the Series A Initial Issue Date and the Series B Initial Issue Date (the "Mandatory Redemption Date"). Payment shall be made in immediately available funds payable to the holder on the Mandatory Redemption Date. Any payment made after the Mandatory Redemption Date shall be at the Delinquent Redemption Price.

IN WITNESS WHEREOF, the undersigned officers of the Corporation have executed this Third Amendment to Amended and Restated Articles of Incorporation on the date or dates set forth below, to be effective for all purposes as of July 5, 1999.

BOBBY ALLISON WIRELESS CORPORATION

By: 

Robert L. McGinnis, as its Chief Executive Officer
and Chairman of the Board

Date: 6-23-99

By: 

James E. Ralph, as its President and Secretary

Date: 6-23-99