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FROM: EMPIRE CORPORATE IT COMPANY

DEPARTMENT OF STATE

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STATE OF FLORIDA

MIAMI, FL 33127

305-418-0000

1901 ST. JAMES AVE

CONTACT: RAY STOKENT

FAX: (904) 822-4000

PHONE: (305) 541-3694

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: NEXTEL SYSTEMS, INC.

FAX AUDIT NUMBER: H96000006836

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May 15, 1996

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SUBJECT: NEXTEL SYSTEMS, INC.
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Loria Poole
Corporate Specialist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NEXTEL SYSTEMS, INC.**

ARTICLE I - NAME

The name of the corporation is: NEXTEL SYSTEMS, INC.

ARTICLE II - DURATION

This corporation shall be perpetual commencing on the date of filing with Secretary of State.

ARTICLE III - PURPOSES

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to:

- a. Any and all lawful business.
- b. Pursue its purposes and business in any and all locations foreign and domestic.
- c. Acquire, own, hold, develop, deal in and with, maintain and operate, unlimitedly, such real and personal property of every kind and description within and without the State of Florida.
- d. Buy and sell real and personal property of any nature whatsoever.
- e. Convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise deal with any property.
- f. Import and export wares, goods and merchandise of any nature whatsoever.
- g. Carry on all or any of the business of manufacturers, producers, fabricators, processors, distributors, purchasers and sellers of products and supplies of every kind, character and nature.
- h. Purchase, hold, sell, transfer or deal in any manner with or in stocks, bonds, obligations, securities or interests of its own or of any other person, firm or corporation.
- i. Pay cash or issue capital stock, debentures, bonds, mortgages, or other obligations of the corporation for any acquisition by the corporation and for any other lawful purpose.
- j. Engage in the acquisition, ownership, sale, distribution and licensing of patents, improvements and franchises, trademarks and trade names, and to operate thereunder.

This document prepared by:

HAROLD WEISSMAN, ESQUIRE
1776 North Pine Island Road, Suite 112
Plantation, Florida 33322 Tel: (305) 474-2001
Florida Bar No: 334154

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k. Enter into, make and perform contracts of every kind and description with any person, firm or association, corporation and body politic conducive to the attainment of any of the objects or purposes of the corporation.

l. Enter into any and all types of agreements relating to financing, factoring and guarantees and to guarantee or secure, in any way, the debts or obligations of any other persons, firms and/or corporations.

m. Guarantee performance by any other person and/or entity.

In general, this corporation may, without restriction, perform any and all acts and functions permitted by law.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock at ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The principal place of business for NEXTEL SYSTEMS, INC. is 1167 Hillsboro Mile, Suite 407, Hillsboro Beach, Florida 33062

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of this corporation is:

HAROLD WEISSMAN, ESQUIRE
1776 Pine Island Road
Suite 112
Plantation, Florida 33322
Telephone (305) 474-2001

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the by-laws but shall never be less than one (1). The name and address of the director of this corporation are:

NAME

ADDRESS

Jim Williams

1167 Millsboro Mile Suite 407
Millsboro Beach, Florida 33062

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Jim Williams
1167 Millsboro Mile Suite 407
Millsboro Beach, Florida 33062

ARTICLE IX - 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 day of February, 1996.

12 DAY OF APRIL, 1996

JIM WILLIAMS

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} 55.

The foregoing Articles of Incorporation were acknowledge
before me this 12th day of APRIL, 1976 by JIM
WILLIAMS, who is personally known to me / ~~he has~~ he has produced the
foregoing identification Drivers License
and who did did not take an oath.

DOES NOT AA
My Commission expires:

Jeffrey P. Hoffman
NOTARY PUBLIC
NAME: JEFFREY P. HOFFMAN
RESIDENT: SOLICITOR
+ NOTARY PUBLIC

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96 MAY 17 PM 5:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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