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Michael J. Paolini

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96 JUN 17 PM 3:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 13, 1996

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

*****122.50
409218796-011030-0115
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Re: Pompano Digital Wireless, Inc.

Gentlemen:

Please find enclosed herewith the following:

1. Original and one duplicate original of the Articles of Incorporation of the above captioned corporation, containing the Acceptance of Registered Agent, duly executed and acknowledged.
2. A check in the amount of \$122.50 to cover the following costs:
Filing Fee
Certified copy of Articles
Resident Agent Fee

Please file the Articles of Incorporation with the Resident Agent Acceptance, and return to us a certified copy of the duplicate original. Pursuant to Article X of the Articles of Incorporation, please note the effective date for this corporation is June 13, 1996.

Very truly yours,

MJ Paolini
Michael J. Paolini

PH 6/18/96

ARTICLES OF INCORPORATION
of
POMPANO DIGITAL WIRELESS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, competent to contract, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby makes and subscribes the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is: POMPANO DIGITAL WIRELESS, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

1. To engage in, conduct and carry on telecommunications, and activities related thereto, and for the purposes of carrying on the aforesaid business;
2. To buy, sell and convey property, both real and personal, as the same shall be necessary, and generally, to do all things that may be necessary to the conducting of said business;
3. To rent, maintain and construct in whole or in part, offices and buildings for the corporation;
4. To acquire all or any part of the good will, rights, property and business of any person, entity, partnership, association or corporation; to pay for the same in cash or in stocks, bonds, notes, mortgages or other obligations of the corporation or otherwise; to hold, utilize and in any manner dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities of any such person, entity, partnership, association or corporation and conduct in any lawful manner the whole or any part of the business so acquired;
5. To purchase, lease or otherwise acquire real estate necessary to the operations of the corporation; to buy, lease, build, erect, equip, operate, maintain and sell such real estate and to construct, install, lease, own and operate telephone exchanges in buildings owned or operated;
6. To engage in any other activity or business permitted under the Laws of the United States and of Florida, all for pecuniary gain, except that the corporation is not

to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph and telephone or cemetery company, a building and loan association, a mutual fire insurance association, a cooperative association, a fraternal benefit society, a state fair or an exposition.

7. The foregoing clauses shall each be construed as purposes, objects and powers and it is hereby expressly provided that the enumeration herein of specific purposes, objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; and the matters expressed in each clause shall, except as expressly otherwise provided, be in no way limited by reference to or inference from terms of any other clause, but shall be regarded as independent purposes, objects and powers.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Million (1,000,000) shares of common stock of this corporation with a par value of \$.0001 per share. Said stock may be issued by the corporation either for cash, wholly or in part, for labor, services, contracts, mortgages, choses in action or property of any kind, nature or description whatsoever, at a valuation to be fixed by the Board of Directors, which valuation, in its judgment, shall seem adequate; and the vote or consent of the stockholders shall not be necessary for such issue. When this consideration fixed by the Board of Directors for said stock has been fully paid and delivered, any and all shares so issued therefore shall be fully paid stock and not subject to any further call or assessment thereon.

ARTICLE IV. REGISTERED OFFICE AND AGENT.

The initial principal office and the registered office address of the corporation shall be the same. The street address of the principal office of the corporation and its mailing address as well as the initial registered office of this corporation in the State of Florida is:

Suite M142
1801 South Federal Highway
Delray Beach, Florida 33483

and the name of the corporation's initial Registered/Resident Agent at such address is MICHAEL J. PAOLINI.

The Board of Directors may from time to time move the registered office to any other place in Florida, or designate another Registered/Resident Agent.

ARTICLE V. DIRECTORS

This corporation shall have one (1) Director 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 (1) Director.

ARTICLE VI. INITIAL DIRECTORS

The name and street address of the sole member of the first Board of Directors of the corporation, who, subject to the provisions of these Articles of Incorporation, the Bylaws of this corporation and the laws of Florida, shall hold office for the first year of the corporation's existence, or until his successor(s) are elected and have qualified, is:

MICHAEL J. PAOLINI
Suite M142
1801 South Federal Highway
Delray Beach, Florida 33483

ARTICLE VII. INCORPORATOR

The name and street address of the Incorporator and subscriber of these Articles is:

MICHAEL J. PAOLINI
Suite M142
1801 South Federal Highway
Delray Beach, Florida 33483

ARTICLE VIII. CORPORATE POWERS

This corporation shall have, without limitation, any and all powers allowable under the present and future laws of the State of Florida, and in addition to, but not in limitation of, the general powers conferred by law, this corporation shall, to the extent not prohibited by law or by these Articles, have the power to make any purely accommodation guaranty, endorsement or contract or suretyship and to secure the same by mortgage, deed to secure debt, deed of trust, pledge, creation of a security interest in, or other encumbrance of, all or any of its property, franchises and income; and the Board of Directors of this corporation may, from time to time and at its discretion, distribute to the shareholders of this corporation, out of the capital surplus of the corporation, any portions of the corporations assets.

ARTICLE IX. INDEMNIFICATION

The corporation may indemnify and hold harmless its Directors, officers, employees, agents or former Directors, officers, employees, agents or other persons, to the full extent of its rights and powers to do so, as provided by the present and future laws of the State of Florida.

ARTICLE X. TERM

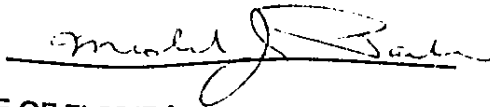
The time at which the existence of this corporation shall begin shall be the time at which these Articles are subscribed below, provided that the same are filed with the Department of State of Florida within the time period allowed for such filing, under Florida Statute Section 607.167, and if such Articles are not received for filing within said allowable time period, then this corporation's existence shall begin at the time at which these Articles are filed with the Department of State of Florida. The duration of the corporation is to be perpetual.

ARTICLE XI. MISCELLANEOUS

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

The initial Bylaws of this corporation shall be adopted by the Directors. The Bylaws may be amended from time to time by either the stockholders or the Directors, but the Directors may not alter or amend any Bylaw adopted by the stockholders.

Subscribed this 16th day of May, 1996



MICHAEL J. PAOLINI

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME personally appeared MICHAEL J. PAOLINI, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this ____ th day of _____, 1996.

Notary Public
My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED/RESIDENT AGENT

Having been designated to accept service of process for the above-stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and to comply with all provisions of Section 48.091, Florida Statutes.


MICHAEL J. PAOLINI

DATED the 16th day of May 1996