

P96 0000 61793

**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  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
\_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

F. CHESLER JUL 24 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/24		
TIME	9:30		CK No. _____
BY	37		

WALK-IN \_\_\_\_\_  
Will Pick Up \_\_\_\_\_

RE: Roadrunner Beepers of  
Central Florida, Inc.

	COG. FEE	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U B-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement	***122.50	***122.50
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( ) _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> 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

**ARTICLES OF INCORPORATION**  
**OF**  
**ROADRUNNER BEEPERS OF CENTRAL FLORIDA, INC.**

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE ONE**  
**NAME**

1.1 The name of the Corporation is **ROADRUNNER BEEPERS OF CENTRAL FLORIDA, INC.**

**ARTICLE TWO**  
**DURATION**

2.1 The term of existence of the Corporation is perpetual.

**ARTICLE THREE**  
**PURPOSE**

3.1 The purpose for which the Corporation is organized is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE FOUR**  
**CAPITAL STOCK**

4.1 The aggregate number of shares which the Corporation has authority to issue is One Thousand (1,000) shares, all of which shall be common shares with par value of One Cent (\$.01).

**ARTICLE FIVE**  
**INITIAL REGISTERED AGENT AND ADDRESS**

5.1 The name of the initial registered agent of the Corporation is **SCOTT J. ROBINSON**. The street address of the initial registered office of the Corporation is West Oaks Mall, 9401 W. Colonial Drive, Suite K-3, Ocoee, Florida 34761-6903.

**ARTICLE SIX**  
**PRINCIPAL OFFICE**

6.1 The street address of the principal office of the Corporation is West Oaks Mall, 9401 W. Colonial Drive, Suite K-3, Ocoee, Florida 34761-6903.

6.2 The mailing address of the Corporation is West Oaks Mall, 9401 W. Colonial Drive, Suite K-3, Ocoee, Florida 34761-6903.

**ARTICLE SEVEN**  
**INCORPORATOR**

7.1 The name and address of the Incorporator is: **SCOTT J. ROBINSON, 789 Park Manor Drive, Orlando, Florida 32825.**

FILED  
95 JUL 20 AM 10:30  
TALLAHASSEE, FLORIDA

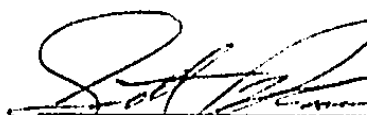
**ARTICLE EIGHT  
INDEMNIFICATION**

8.1 The Corporation shall have the power to indemnify, to the fullest extent permitted by law, its directors, officers, employees and agents.

**ARTICLE NINE  
AMENDMENT OF ARTICLES**

9.1 The 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 stockholders is subject to this reservation.

23, 1996. IN WITNESS WHEREOF, I have subscribed my name on

  
SCOTT J. ROBINSON  
Incorporator

FILED  
96 JUL 24 AM 11:39  
CLERK OF DISTRICT COURT  
FLORIDA

**STATE OF FLORIDA**

**COUNTY OF ORANGE**

The foregoing instrument was acknowledged before me this 23 day of JULY, 1996, by SCOTT J. ROBINSON, who is personally known to me, or who produced a valid Florida Driver's License as identification, and who did not take an oath.

  
RICHARD C. WINKLER  
MY COMMISSION # CC465756 EXPIRES  
June 22, 1999  
BONDED THRU TROY FARM INSURANCE, INC.

Having been named Registered Agent for ROADRUNNER BEEPERS OF CENTRAL FLORIDA, INC., I hereby 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 accept the duties and obligations of Section 607.0505, Florida Statutes (1995).

July 23, 1996  
Date

  
SCOTT J. ROBINSON  
Registered Agent

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870  
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302  
 TOLL FREE No. 1 800 342 8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

N. HENDRICKS FEB 2 1 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	2-21-97		
TIME	9:30		CK No. _____
BY	<i>[Signature]</i>		

WALK-IN  
 With Pick Up \_\_\_\_\_

RE: Roadrunner Bepers of  
Central Florida, INC.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
( ) Cert. Copy(s)		
✓ Art. of Amend. File		
Dissolution/Withdrawal		
C U S.		
Fictitious Name File		
Name Reservation	400002033984=5	
Annual Report/Utilities	-02/21/97-01020-003	
Reg. Agent Service	***87.50	***87.50
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( )	pgs.	

## SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	\$
BALANCE DUE.....	\$

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 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

ROADRUNNER BEEPERS OF CENTRAL FLORIDA, INC.

FILED  
97 FEB 21 PM 1:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to section 607.1006, Florida Statutes, this Florida corporation submits the following articles of amendment to its articles of incorporation:

**FIRST:     Amendment adopted:**

Restate ARTICLE ONE in its entirety to provide as follows: The name of the corporation is ROADRUNNER WIRELESS, INC.

**SECOND:     If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:**

Not Applicable.

**THIRD:     The date of each amendment's adoption:     February 20, 1997.**

**FOURTH:    Adoption of Amendment(s)     (CHECK ONE)**

  X       The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

           The amendment(s) was/were approved by the shareholders through voting groups.


[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s)  
was/were sufficient for approval by \_\_\_\_\_."  
\_\_\_\_\_  
(voting group)

\_\_\_\_\_ The amendment(s) was/were adopted by the board of  
directors without shareholder action and shareholder  
action was not required.

\_\_\_\_\_ The amendment(s) was/were adopted by the incorporators  
without shareholder action and shareholder action was not  
required.

Signed this 20<sup>th</sup> day of February, 19 97.

Signature   
(By the Chairman or Vice Chairman of the Board, President, or other officer) if  
adopted by the shareholders)

OR  
(By a director if adopted by the directors)

OR  
(By an incorporator if adopted by the incorporators)

SCOTT J. ROBINSON  
Typed or printed name

PRESIDENT  
Title