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P96000076984



PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 087104 7115782

AUTHORIZATION :

Patricia Pyszko

COST LIMIT : \$ 70.00

ORDER DATE : September 16, 1996

ORDER TIME : 1:36 PM

ORDER NO. : 087104

500001848405

CUSTOMER NO: 7115782

CUSTOMER: Mr. Brian E. Ingalls
USA WIRELESS SERVICES INC.

2480 Southeast 8th Court

Pompano Beach, FL 33062

DOMESTIC FILING

NAME: RTX-USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
STATE
SECRETARY OF CORPORATIONS
96 SEP 16 PM 9:47

96 SEP 16 PM 2:53
DIVISION OF CORPORATIONS
9/17/96

ARTICLES OF INCORPORATION
OF
RTX - USA, INC.

FILED
CLERK OF STATE
IN THE OFFICE OF THE CLERK OF STATE
96 SEP 16 AM 9:47

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

ARTICLE I

The name of this corporation shall be RTX - USA, INC.

ARTICLE II

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

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any time is 20,000 shares. All shares shall be of a single class, designated as common, with no par value.

ARTICLE IV

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

The Corporation elects to have preemptive rights.

ARTICLE VI

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 final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

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

ARTICLE VIII

The bylaws of this Corporations may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the Corporation shall be fixed by the bylaws of the Corporation. The initial board of directors shall consist of two (2) directors whose name and addresses are as follows:

Ernesto Liebster
15520 Lancelot Court
Davie, Florida 33331

Brian E. Ingalls
2480 SE 8 Court
Pompano Beach, Florida 33062

ARTICLE X

The initial registered agent of the Corporation is Brian E. Ingalls. The street address of the Corporation's initial registered office is 2480 SE 8 Court, Pompano Beach, Florida 33062.

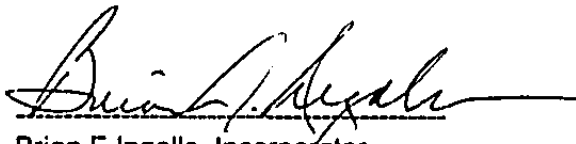
ARTICLE XI

The principal place of business and mailing address of this Corporation shall be: 9180 State Road 84, Ft. Lauderdale, Florida 33324.

ARTICLE XII

The name and address of the incorporator of these Articles of Incorporation is Brian E. Ingalls, 2480 SE 8 Court, Pompano Beach, Florida 33062.

The undersigned incorporator has executed these Articles of Incorporation this 11th day September 1996.

A handwritten signature in cursive script, appearing to read "Brian E. Ingalls", written over a horizontal line.

Brian E. Ingalls, Incorporator

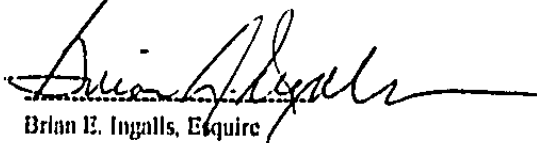
CONSENT TO SERVE AS REGISTERED AGENT
FOR
RTX - USA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 SEP 16 AM 9:47

Having been named in the State of Florida as the Registered Agent and to accept service of process for the 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: September 11, 1996



Brian E. Ingalls, Esquire
Registered Agent