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PRESTIGE MAIL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000038 CORPORATION

REFERENCE : 094503 81181A

AUTHORIZATION :

COST LIMIT : \$ 100.50

ORDER DATE : September 23, 1996

ORDER TIME : 9:20 AM

ORDER NO. : 094503

CUSTOMER NO: 81181A

900001953749

CUSTOMER: Alan L. Gabriel, Esq  
ALAN L. GABRIEL, ESQ

Penthouse E  
2455 E. Sunrise Blvd.  
Ft. Lauderdale, FL 33304

DOMESTIC FILING

NAME: 2601 WIRELESS CORP.

EFFECTIVE DATE:

XX        ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX        CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 23 PM 3:24

9/23/96

**ARTICLES OF INCORPORATION  
OF**

**2601 WIRELESS CORP.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned, acting as Incorporator of a corporation under the Florida Business corporation act, adopt(s) the following Articles of Incorporation for such corporation:

**ARTICLE I.**

**NAME**

The name of the corporation shall be 2601 WIRELESS CORP.

**ARTICLE II.**

**PRINCIPAL OFFICE/MAILING ADDRESS**

The mailing address of the corporation is 2601 Biscayne Boulevard, Miami, Florida 33137. The street address of the principal office of this corporation shall be 2601 Biscayne Boulevard, Miami, Florida 33137.

**ARTICLE III.**

**CAPITAL STOCK**

The aggregate number of shares that the Corporation has authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00 per share.

**ARTICLE IV.**

**REGISTERED AGENT**

The corporation has designated as its Registered Agent, ALAN L. GABRIEL, ESQ. The street address of the initial registered office of the corporation shall be 2455 East Sunrise Boulevard, Penthouse East, Fort Lauderdale, Florida 33304.

**ARTICLE V.**

**TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI.**

**PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the

corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE VII.

##### SPECIAL PROVISION

It is the intent of the incorporators that this corporation will qualify as an S corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

#### ARTICLE VIII.

##### OFFICERS AND DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have four (4) directors, initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the corporation's articles of incorporation or the by-laws, but shall never be less

than one. The name and street address of the initial members of the Board of Directors and officers of the corporation are:

**Director:**

Sherri Gersten  
2601 Biscayne Boulevard  
Miami, FL 33137

**Director:**

Renee Simmons  
2601 Biscayne Boulevard  
Miami, FL 33137

**Director and President:**

Michelle Goldstein  
2601 Biscayne Boulevard  
Miami, FL 33137

**Director, Vice President, Treasurer and Secretary:**

Cary Caster  
2601 Biscayne Boulevard  
Miami, FL 33137

**ARTICLE IX.**

**INCORPORATORS**

The name and street address of the incorporator(s) to these Articles of Incorporation Alan L. Gabriel, Esq.:

ALAN L. GABRIEL, ESQ.  
International Bldg., Penthouse East  
2455 East Sunrise Boulevard  
Fort Lauderdale, Florida 33304

IN WITNESS WHEREOF, we have hereunto set our hand and seal  
this 20<sup>th</sup> day of September, 1996.

Witnesses:

Sign Kathleen S. Clark  
Print KATHLEEN S. CLARK

Sign Kathleen M. Ellis  
Print KATHLEEN M. ELLIS

Sign Alan L. Gabriel  
ALAN L. GABRIEL, ESQ.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ACCEPTANCE OF REGISTERED AGENT**

I, ALAN L. GABRIEL, ESQ., being a resident of the State of Florida and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligation of the position of Registered Agent under Section 607.0505, Florida Statutes.

EXECUTED this 20<sup>th</sup> day of September, 1996.

Alan L. Gabriel  
ALAN L. GABRIEL, ESQ.

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