

P96000078859

1201 HAYS STREET
TALLAHASSEE, FL 32304-9171
TALLAHASSEE, FL 32304-9171
TALLAHASSEE, FL 32304-9171

800-344-8084

RECEIVED

96 SEP 23 PM 1:12

CSC networks

PRESIDENTIAL FINANCIAL SERVICES ACCOUNT NO. : 072100000032 DIVISION OF CORPORATION

REFERENCE : 094503 81181A

AUTHORIZATION : *Patricia Piziks*

COST LIMIT : \$ ~~122.50~~ 122.50

ORDER DATE : September 23, 1996

ORDER TIME : 9:27 AM

ORDER NO. : 094503

CUSTOMER NO: 81181A

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

000001953750

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

DOMESTIC FILING

NAME: 501 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:

9/23/96

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

**ARTICLES OF INCORPORATION
OF**

501 WIRELESS CORP.

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

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 501 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 three (3) 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 and President:

Roger Miller
2601 Biscayne Boulevard
Miami, FL 33137

Director, Vice President and Secretary:

Robert Tsarnas
2601 Biscayne Boulevard
Miami, FL 33137

Director Vice President and Treasurer:

George Niarchos
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 20th day of September, 1996.

Witnesses:

Sign Kathleen G. Clark Sign Alan L. Gabriel
Print Kathleen G. Clark ALAN L. GABRIEL, ESQ.

Sign Kathleen Mellis
Print Kathleen Mellis

ACCEPTANCE OF REGISTERED AGENT

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

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 20th day of September, 1996.

Alan L. Gabriel
ALAN L. GABRIEL, ESQ.

ARTICLES.INC
6006501.art