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Examiner's Initials 1996

ARTICLES OF INCORPORATION OF

BETTER BEEPERS WEST INC.

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be Better Beepers West, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

4058 North Armenia Street, Suite 103 Tampa, Florida 33607

ARTICLE III

The general character of the business is operate a telecommunication corporation, purchase, sell and re-sale, pagers, beepers and cellular telephones. Additionally, the corporation is authorized to serve as a business and management consultant to other entities within the telecommunication and business community, both in the United States and in foreign countries. Professional services are open to both private and public private enterprises, governmental agencies, parternships, corporations and individual consumers.

To acquire by purchase, lease, manufacture, or otherwise any personal property deemed necessary or useful in the operations of the corporation.

To invest, trade, and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

To contract debts and borrow money, issue and sell or pledge notes and other evidence of any indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge or otherwise acquire or dispose of shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any state government, and hold owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE IV

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, each share having no par value. Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the directors or stockholders of this corporation at any regular or special meeting.

The corporation may purchase its own shares of capital stock out of unreserved and unrestricted earned surplus available thereto and as otherwise provided by law, or as elsewhere stated in the bylaws. None of the holders of any stock of the corporation now or hereafter shall have pre-emptive rights with respect to such stock.

ARTICLE V

The minimum amount of capital with which this corporation shall begin business is Five Hundred Dollars (\$500.00)

ARTICLE VI

The corporation shall have perpetual existence

ARTICLE VII

The name and address of the officers of this corporation, who, subject to the provision of the Article of Incorporation, and bylaws of this corporation and the laws of Florida, shall hold office for the first year of the corporation's existence, or until successors are elected and have qualified, is as follows:

<u>Name / Office</u> Kenneth C. Roberts, II President / Treasurer

Samuel F. Woods, Jr. Secretary

Address 8649 Himes St., Apt.1815 Tampa, Florida 33614

8649 Himes St., Apt.1815 Tampa, Florida 33614

ARTICLE VIII

This corporation shall have at least one (1) but not more than (5) directors who shall be responsible for managing the affairs of the corporation. The initial directors (who shall serve until their successors have been duly qualified and elected in accordance with the corporation's bylaws) shall be those persons listed above in Article VII. The directors will be elected at the annual meeting of the corporation.

ARTICLE IX

The name and address of the subscriber of these Article of Incorporation is as follows:

Kenneth C. Roberts, II 8649 Himes Street, Apt. # 1815 Tampa, Florida 33614

These Article of Incorporation may be amended in the manner provided for in the bylaws of this Corporation.

IN WITNESS THEREOF, I the undersigned, being the original subscriber to the capital stock herein before named, have hereunto set my hand and seal this day of of the purpose of forming this corporation to do business both within and without the State of Florida, and pursuant to the

Corporation Laws of the State of Florida, these Articles of Incorporation, and certify that the facts here reinstated are true.

KENNETH C. ROBERTS, II

ARTICLE X

Registered Agent Certificate

The name and address of the initial registered agent is:

KENNETH C. ROBERTS, II 8649 Himes Street, Apt. # 1815 Tampa, Florida 33614

Having been named as Registered Agent and to accept service of process for the above corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

KENNETH C. ROBERTS, II

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