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ACCT#: 072720000016

FAX #: (813)898-0227

NAME: U.S. WIRELESS CORPORATION

AUDIT NUMBER.....H97000001621

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FROM: John C. Dew, Esq.

DATE: 01/28/97 TIME: 2:45 p.m.

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ARTICLES OF INCORPORATION
OF
U.S. WIRELESS CORPORATION

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER
THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is U.S. WIRELESS CORPORATION.

ARTICLE II

PURPOSE

This corporation may engage in any activity or business
permitted under the laws of the United States and of the State of
Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is
authorized to have outstanding at any time is 1,000 of common stock
of ONE and 00/100 (\$1.00) Dollar per share par value.

THIS INSTRUMENT WAS PREPARED BY:
JOHN C. DEW, ESQUIRE
HARRIS, BARRETT, MANN & DEW
P.O. DRAWER 1441
ST. PETERSBURG, FL 33731-1441
(813) 892-3100
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IVDURATION

This corporation is to exist perpetually.

ARTICLE VPRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 3709 South View Drive, Brandon, Hillsborough County, Florida 33511.

The name and street address of the initial registered agent of the corporation in the State of Florida is: BILLY DEAN VAN AKEN, 3709 South View Drive, Brandon, Florida 33511. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VIINITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have TWO (2) directors, the names of whom are as follows:

NAMEADDRESS

ROBERT B. MESSINA

723 - 115th Avenue North #2104
St. Petersburg, FL 33716

BILLY DEAN VAN AKEN

3709 South View Drive
Brandon, FL 33511

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ARTICLE VIIOFFICERS

The names and addresses of the officers of this corporation are as follows:

<u>NAME AND OFFICE</u>	<u>ADDRESS</u>
BILLY DEAN VAN AXEN President	3709 South View Drive Brandon, FL 33511
ROBERT B. MESSINA Secretary/ Treasurer	723 - 115th Avenue North #2104 St. Petersburg, FL 33716

ARTICLE VIIIINCORPORATORS

The names and addresses of the incorporators of this corporation are:

<u>NAME AND OFFICE</u>	<u>ADDRESS</u>
ROBERT B. MESSINA	723 - 115th Avenue North #2104 St. Petersburg, FL 33716
BILLY DEAN VAN AXEN	3709 South View Drive Brandon, FL 33511

ARTICLE IXBY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

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ARTICLE XCOMMENCEMENT OF CORPORATE EXISTENCE

The existence of this corporation shall commence upon filing with the Secretary of State's office.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporators, by: ROBERT B. MESSINA and BILLY DEAN VAN AKEN.

Dated this 28th day of January, 1997.

Robert B. Messina
ROBERT B. MESSINA

Billy Dean Van Aken
BILLY DEAN VAN AKEN

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 28th day of January, 1997, by BILLY DEAN VAN AKEN and ROBERT B. MESSINA, who have produced _____ as identification.

Elizabeth K. Mason
Printed Name:
Notary Public
My Commission Expires:
Serial Number:



ELIZABETH K. MASON
MY COMMISSION # 00422105 EXPIRES
December 30, 1998
BONDED THRU TROY PAUL INSURANCE, INC.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That U.S. WIRELESS CORPORATION, desiring to organize under the laws of the State of Florida with its principal place of business in Hillsborough County, Florida, has named Bill Dean Van Aken, located at 3709 South View Drive, Brandon, Florida 33511, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Registered Agent

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STATE
TALLAHASSEE, FLORIDA

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