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May 6, 1997

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Hon. Sandra B. Mortham
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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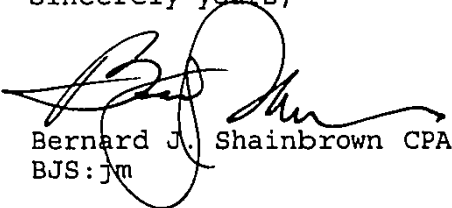
Dear Secretary of State Mortham:

Enclosed please find the Articles of Incorporation for **FAIRCO WIRELESS COMMUNICATIONS, INC.** along with a remittance of \$122.50 to cover the costs of incorporation.

Should you have any questions, or need any additional information, please do not hesitate to contact us.

Thank you very much for your cooperation.

Sincerely yours,


Bernard J. Shainbrown CPA
BJS:jm

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ARTICLES OF INCORPORATION

FAIRCO WIRELESS COMMUNICATIONS, INC.

The undersigned, being sui juris, does hereby agree, under the laws of the State of Florida, Florida Statute 607 et seq, and the provisions therein providing for the formation, rights, liabilities, privileges, benefits, and obligations conferred and imposed by said laws on corporations for profit, do hereby subscribe to and adopt the Articles set forth herein.

ARTICLE ONE: Name

The name of this Corporation shall be Fairco Wireless Communications, Inc.

ARTICLE TWO: Duration

Fairco Wireless Communications, Inc. shall have perpetual existence.

ARTICLE THREE: Purpose

The general and specific purposes for which Fairco Wireless Communications, Inc. is organized are to:

A. Engage principally in the business of sales, rentals, maintenance and repairs of beepers, digital and alpha pager systems, phone systems, cellular phones, other related telephone/communications equipment, parts, air time, etc.

B. Purchase, sell, receive, take by grant, gift or devise, bequest or otherwise, own, hold, improve, through experimentation in full or by an interest in related entities and development designed and appropriate for intra-structural development.

C. To transact the business of investing on behalf of itself or others, and part of its capital and such additional funds as it may obtain, or any interest therein, either

D. To invest in new and existing enterprises on its own or by the mechanism of joint venture.

E. To procure, interview, investigate, recommend for employment, supervise and evaluate employees including, but not limited to, individuals, groups, forces, contractors, to engage in the corporation's objectives.

F. To do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all other things incidental to or connected with the general business that is not forbidden by contrary to or inconsistent with the Florida Corporate laws and these Articles of Incorporation; whether in the State of Florida or in any other state, territory, district, or possession of the United States or in any foreign country in which the Corporation might do or engage in business.

G. To purchase the corporate assets of any other corporation engaged in the same or, dissimilar character of business.

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

I. To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

ARTICLE FOUR: Shares

The aggregate number of shares which the corporation

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ARTICLE FIVE: Registered Agency And Office

The initial Registered Agent of the corporation shall be Lee Mark Faircloth, 1700 Park Avenue, Orange Park, Florida 32073.

I acknowledge and accept the duties and responsibilities as registered agent for Fairco Wireless Communications, Inc.



Lee Mark Faircloth

The initial principal office of said corporation shall be located at 1700 Park Avenue, Orange Park, Florida 32073.

ARTICLE SIX: Board Of Directors

Fairco Wireless Communications, Inc. shall initially have one(1) Director; whose name and address is as follows:

Lee Mark Faircloth, 1700 Park Avenue, Orange Park, Florida 32073.

ARTICLE SEVEN: Officers

The name and address of the initial officers of Fairco Wireless Communications, Inc. are as follows:

President/Secretary/Treasurer: Lee Mark Faircloth, 1700 Park Avenue, Orange Park, Florida 32073.

ARTICLE EIGHT: Shareholder Action

A majority of the shareholders of the Corporation shall be required for any shareholder action.

ARTICLE NINE: Corporate By-Laws

The shareholders shall have the power to adopt

ARTICLE TEN: Preemptive Rights

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money, or any property or services from time to time, in addition to the stock authorized and issued by the Corporation. The preemptive rights of any holder is determined by the ratio of the authorized and issued shares of stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE ELEVEN: Voting Rights

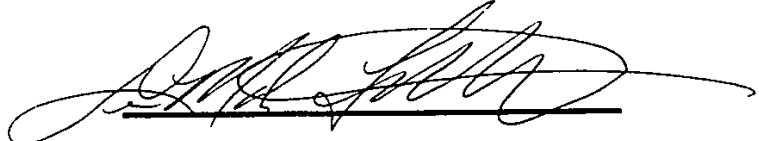
The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholders to the President or a Vice President of said Corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the selection of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE TWELVE: Share Transfer Rights

No shareholder, his heirs, personal representative or assigns, shall transfer, sell, assign, pledge or otherwise dispose of his shares of stock in this Corporation or to other stockholders without written notice as hereinafter provided. The offer to sell the stock shares shall be made to the

IN WITNESS WHEREOF, the undersigned has made and
subscribed these Articles of Incorporation at Jacksonville,
Clay County, Florida, on this 7 day of May, 1997.

SIGNATURE OF SUBSCRIBER

A handwritten signature in black ink, appearing to read 'Lee Mark Faircloth', is written over a horizontal line.

Lee Mark Faircloth