

Law Office of
David B. McEwen, P.A.

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St. Petersburg, FL 33701
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FILED
CLERK OF STATE
DIVISION OF CORPORATIONS

97 MAY 12 AM 9:22

P97000043439
May 8, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

~~300002175613--2~~
****367.50 ****122.50

Re: Wireless Market, Inc.
Wireless Market Place, Inc.
Wireless Now, Inc.

300002175613--2
-05/12/97--01164--018
****367.50 ****122.50

Gentlemen:

Enclosed please find Articles of Incorporation with reference to each of the above corporations, in duplicate, together with my firm check in the total amount of \$367.50 (\$122.50 each), to cover the following fees for each corporation:

Minimum Charter Tax	\$ 0.00
Filing Fee	35.00
Certified Copy	52.50
Registered Agent Fee	35.00
TOTAL:	\$122.50

Please file the original Articles for each corporation, and return to me a certified copy of each. My stamped, self-addressed envelope is enclosed for your convenience. Thank you.

Sincerely,


David B. McEwen

DBM:kc
Enclosures (2)

cc: Mr. Scott Wetmore
(enclosure)

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RP
5-16-97

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**ARTICLES OF INCORPORATION OF
WIRELESS MARKET PLACE, INC.
A FLORIDA GENERAL CORPORATION**

ARTICLE 1. NAME. The name of this corporation is WIRELESS MARKET PLACE, INC.

ARTICLE 2. ENABLING LAW. This corporation is organized pursuant to the Florida General Corporation Act of the State of Florida, as set forth in the Florida Statutes.

ARTICLE 3. PURPOSE. The Corporation is organized in order to engage in any lawful purpose or purposes, allowed under the laws of the United States of America or the State of Florida.

ARTICLE 4. TERM. This Corporation shall have a perpetual existence.

ARTICLE 5. CAPITAL STOCK. The corporation is authorized to issue 7,500 shares of capital stock, all of one class, at \$1.00 par value.

ARTICLE 6. INCORPORATOR. The name and address of the Incorporator signing these Articles of Incorporation is:

David B. McEwen, Esquire
David B. McEwen, P.A.
South Trust Building, Suite 1770
150 Second Avenue North
St. Petersburg, Florida 33701

ARTICLE 7. BOARD OF DIRECTORS. The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by an amendment of the Bylaws duly adopted in the manner provided by law, but that number shall never be less than one (1). Directors shall be elected annually by majority vote of the shareholders. The name and address of the initial director is:

Scott Wetmore
5121 Erlich Road, Suite 101A
Tampa, FL 33624

ARTICLE 8. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT. The address of this Corporation's initial principal office in the

State of Florida is 5121 Erlich Road, Suite 101A, Tampa, Florida 33624.

The name of this Corporation's initial registered agent is David B. McEwen, Esquire, at the offices of David B. McEwen, P.A., South Trust Building, 150 Second Avenue North, Suite 1770, St. Petersburg, Florida 33701.

ARTICLE 9. PRINCIPAL OFFICE. The corporation's principal office and mailing address are as follows:

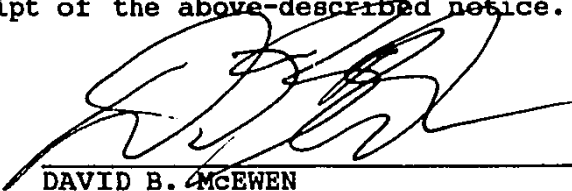
Wireless Market Place, Inc.
5121 Erlich Road
Suite 101A
Tampa, FL 33624

ARTICLE 10. BYLAWS. Bylaws will be hereinafter adopted by the Board of Directors. Such Bylaws may be amended or repealed, in whole or in part, in the manner provided therein. Any amendments to the Bylaws shall be binding on all shareholders.

ARTICLE 11. AMENDMENT TO ARTICLES. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE 12. PREEMPTIVE RIGHTS. Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in the 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 held by such shareholder at the time of the stock issue or sale bears to the total number of shares outstanding exclusive of treasury shares as nearly as may be done without the issuance of fractional shares. This preemptive right shall be deemed waived by any shareholder who fails to pay for the appropriate number of shares preempted within thirty (30) days after a written notice is received by such shareholder inviting the shareholder to exercise his preemptive rights. Such notice shall include the price, terms, and other conditions of the proposed stock issue or sale. This preemptive right may also be waived by an affirmative written waiver submitted by the shareholder to the corporation within

thirty (30) days after receipt of the above-described notice.

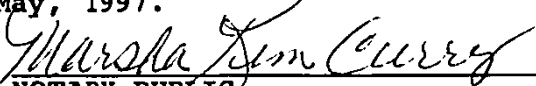


DAVID B. MCEWEN
Incorporator

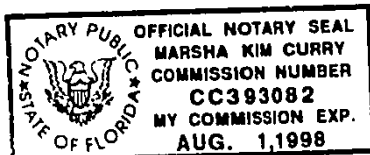
STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgements in the State and County above, personally appeared DAVID B. MCEWEN to me well known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the State and County named above this 8th day of May, 1997.



NOTARY PUBLIC



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

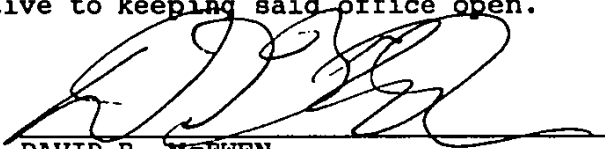
The following is submitted in compliance with Chapter 48.091 and Chapter 607.051, et seq., of the Florida Statutes:

WIRELESS MARKET PLACE, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at the City of Tampa, County of Hillsborough, State of Florida, has named DAVID B. MCEWEN, ESQUIRE, located at the offices of David B. McEwen, P.A.,

South Trust Building, Suite 1770, 150 Second Avenue North, St. Petersburg, Florida (33701), as its agent to accept service of process within this state.

ACCEPTANCE:

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



DAVID B. MCEWEN
Registered Agent

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FILED
CLERK OF COURT
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