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TO: DIVISION OF CORPORATIONS

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ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: GULF ATLANTIC WIRELESS, INC.

AUDIT NUMBER.....H97000010200

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION
OF
GULF ATLANTIC WIRELESS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida
General Corporation Act, do hereby adopt the following articles of Incorporation.

ARTICLE ONE

The name of the corporation is GULF ATLANTIC WIRELESS, INC.

The business address is: Suite 427, 2805 E. Oakland Park Blvd., Ft.
Lauderdale, FL 33306

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be
Incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or
necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is
7500. Such shares shall be of a single class, and shall have a par value of One Dollar
(\$1.00) per share.

Prepared by:

Edward J. Chandler, Esq.
P.O. Box 11155
Ft. Lauderdale, FL 33339
(954) 522-4344 Fax: 954-522-7750
VEN: 879274

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ARTICLE FIVE

The street address of the initial registered office of the corporation is Suite 427, 2805 E. Oakland Park Blvd., Ft. Lauderdale, FL 33306, and the name of its registered agent is: H. W. Glassman, II.

ARTICLE SIX

The number of directors constituting the initial board of directors of the corporation is two and the name and address of each person who is to serve as a director is:

H. W. Glassman, II, Suite 427, 2805 E. Oakland Park Blvd., Ft. Lauderdale, FL 33306
Edward Minkina, Suite 427, 2805 E. Oakland Park Blvd., Ft. Lauderdale, FL 33306

ARTICLE SEVEN

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purposes without counting the votes or

Prepared by:

Edward J. Chandler, Esq.
P.O. Box 11165
Ft. Lauderdale, FL 33339
(954) 522-4344 Fax: 954-522-7750
FBN: 879274

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consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed and known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee or the stockholders.

ARTICLE EIGHT

The power to amend, adopt and/or repeal the By-Laws for the corporation shall be reserved to the shareholders.

ARTICLE NINE

Special meetings of stockholders may be called at any time by the President or holders of ten percent (10%) of all outstanding shares.

ARTICLE TEN

The offices of this corporation may consist of a president, secretary and such other officers and agents as may be provided for by the by-laws of this corporation, who shall be chosen, serve for such term and have such duties as may be prescribed by such by-laws. The initial officers of this corporation shall be:

President Edward Minkina, Suite 427, 2805 E. Oakland Park Blvd., Ft.
Lauderdale, Fl 33306

Vice President Patti Minkina, Suite 427, 2805 E. Oakland Park Blvd., Ft.
Lauderdale, Fl 33306

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Secretary H. W. Glassman, II, Suite 427, 2805 E. Oakland Park Blvd., Ft.
Lauderdale, Fl 33306

Treasurer: Victoria Lewis, Suite 427, 2805 E. Oakland Park Blvd., Ft.
Lauderdale, Fl 33306

ARTICLE ELEVEN

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

That GULF ATLANTIC WIRELESS, INC., desiring to organize under the
laws of the State of Florida with its principal office as indicated in the Articles of
Incorporation in the City of Ft. Lauderdale, Broward County, State of Florida, has named
H. W. GLASSMAN, II, Suite 427, 2805 E. Oakland Park Blvd., Ft. Lauderdale, Fl
33306, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated
corporation at the 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.


Having been named as resident agent for the above stated corporation, I hereby
agree to act in this capacity, and I further agree to comply with the provisions of all

Prepared by: Edward J. Chandler, Esq.
P.O. Box 11155
Ft. Lauderdale, Fl 33329
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statutes relative and proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505 of the Florida Statutes.


H.W. GLASSMAN, III
Registered Agent

ARTICLE TWELVE

The name and address of the Incorporator is:

H. W. GLASSMAN, II
Suite 427, 2805 E. Oakland Park
Blvd., Ft. Lauderdale, FL 33306


H.W. GLASSMAN, II

STATE OF Georgia
COUNTY OF Fulton

BEFORE ME personally appeared H.W. GLASSMAN, II to be well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed and produced the following identification 36 and who did take an oath.

WITNESS my hand and official seal this 19 day of June, 1997.

NOTARY PUBLIC

My Commission Expires:
Notary Public, Georgia, State of Lamar
My Commission Expires March 14, 2001

Prepared by:

Edward J. Chandler, Esq.
P.O. Box 11155
Ft. Lauderdale, FL 33339
(954) 522-6366 Fax: 954-522-7780
FBN: 879274

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