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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 28 PM 2:47

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

000002249300--1
-07/28/97--01110--002
*****78.75 *****78.75

SUBJECT: THIRD Millennium Wireless Communications, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

| | | | |
|--|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input checked="" type="checkbox"/> \$78.75 Filing Fee & Certificate | <input type="checkbox"/> \$122.50 Filing Fee & Certified Copy | <input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate |
| Additional Copy Required | | | |

FROM: MARY ELLEN CROTEAU
Name (printed or typed)

8729 SE WOODWIND ST
Address

HOBE SOUND, FL 33455
City, State & Zip

561-545-3770
Daytime Telephone number

Q KNOWN JUL 29 1997

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

THIRD MILLENNIUM Wireless Communications, INC.

ARTICLE II PRINCIPAL OFFICE

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

177 U.S. Hwy ONE Suite 134
TEQUESTA, FL. 33469

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

MARY ELLEN CROTEAU
8729 S.E. WOODWIND ST.
HOBE SOUND, FL 33455

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

MARY ELLEN CROTEAU
8729 S.E. WOODWIND ST.
Hobe Sound, FL 33455

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

25th day of July, 19 97.

Mary Ellen Croteau
Signature

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: THIRD MILLENNIUM WIRELESS COMMUNICATIONS, INC.

2. The name and address of the registered agent and office is:

Mary Ellen Croteau
(NAME)

8729 SE WOODWIND ST
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Hobe Sound, FL 33455
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated 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.

Mary Ellen Croteau
(SIGNATURE)

7-25-97
(DATE)