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TRANSMITTAL LETTER

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

300002278013--1  
-08/27/97--01013--017  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: Wave Communication, Inc.

Enclosed is an original and two (2) copies of the articles of incorporation and a check for \$122.50 for Filing Fee & Certified Copy.

FROM: Felipe Batlle  
Name (printed or typed)  
P.O. Box 55-7441  
Address  
Miami, Florida 33255-7441  
City, State & Zip  
(305) 665-2162  
Daytime Telephone Number

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DIVISION OF CORPORATIONS  
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Wave Communication Inc.  
b:transltr 08/22/97

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**ARTICLES OF INCORPORATION  
OF  
WAVE COMMUNICATION, INC.**

WE, THE UNDERSIGNED, INCORPORATORS TO THESE ARTICLES OF INCORPORATION, NATURAL PERSONS COMPETENT TO CONTRACT, HEREBY PRESENT THESE ARTICLES FOR THE FORMATION OF A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, PURSUANT TO THE FLORIDA BUSINESS CORPORATION ACT.

**ARTICLE I  
CORPORATE NAME**

THE NAME OF THE CORPORATION SHALL BE:  
WAVE COMMUNICATION, INC.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

THE PRINCIPAL PLACE OF BUSINESS OF THE CORPORATION SHALL BE:  
8151 S.E. SKYLARK AVENUE  
HOBE SOUND, FLORIDA 33455

THE MAILING ADDRESS OF THE CORPORATION SHALL BE:  
P.O. BOX 2265  
HOBE SOUND, FLORIDA 33455

**ARTICLE III  
NATURE OF CORPORATE BUSINESS**

THE NATURE OF THIS CORPORATION'S BUSINESS IS TO PROVIDE AND MANAGE AIR TIME COMMUNICATION TO USERS OF RADIO SYSTEMS.

**ARTICLE IV  
CAPITAL STOCK**

THIS CORPORATION SHALL BE AUTHORIZED TO HAVE A MAXIMUM OF THREE HUNDRED (300) SHARES OF STOCK OUTSTANDING AT ANY ONE TIME. THE SHARES OF STOCK AUTHORIZED SHALL HAVE NO PAR VALUE.

**ARTICLE V  
INITIAL CAPITAL**

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE THREE HUNDRED NO/100 DOLLARS.

**ARTICLE VI  
DURATION AND BEGINNING OF CORPORATE EXISTENCE**

THIS CORPORATION IS TO EXIST PERPETUALLY. THE DATE WHEN THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN SHALL BE THE TIME OF SUBSCRIPTION AND ACKNOWLEDGEMENT OF THESE ARTICLES OF INCORPORATION.

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**ARTICLE VII  
INITIAL REGISTERED AGENT AND STREET ADDRESS**

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE OF THIS CORPORATION TO ANY OTHER ADDRESS IN FLORIDA. THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

MANUEL A. ALVAREZ  
13950 S.W. 16TH TERRACE  
MIAMI, FLORIDA 33175

**ARTICLE VIII  
DIRECTORS**

THIS CORPORATION SHALL HAVE THREE DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED, OR DIMINISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS.

THE NAME AND ADDRESS OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS AND THE SLATE OF CORPORATE OFFICERS ARE AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
ROBERT WARNEKA	8403 S.E. WOODMERE STREET HOBE SOUND, FLORIDA 33455	PRESIDENT
MANUEL A. ALVAREZ	13950 S.W. 16TH TERRACE MIAMI, FLORIDA 33175	SECRETARY
BLANCA L. VIDAL	2035 S.W. 142ND AVENUE MIAMI, FLORIDA 33175	TREASURER

**ARTICLE IX  
INCORPORATORS**

THE NAME AND STREET ADDRESS OF THE INCORPORATORS TO THESE ARTICLES OF INCORPORATION ARE:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT WARNEKA	8403 S.E. WOODMERE STREET HOBE SOUND, FLORIDA 33455
MANUEL A. ALVAREZ	13950 S.W. 16TH TERRACE MIAMI, FLORIDA 33175
BLANCA L. VIDAL	2035 S.W. 142ND AVENUE MIAMI, FLORIDA 33175

**ARTICLE X  
PRE-EMPTIVE RIGHTS**

SHOULD ANY STOCKHOLDERS WISH TO DISPOSE OF HIS STOCK, IT SHALL FIRST BE OFFERED TO THE REMAINING STOCKHOLDERS, AT A PRICE NO GREATER THAN A BONAFIDE OFFER BY ANY THIRD PERSON AND SAID STOCK SHALL BE AVAILABLE FOR A PERIOD OF NINETY (90) DAYS TO SUCH REMAINING STOCKHOLDERS. IN THE EVENT THAT ANY OF THE SAID STOCK IS NOT PURCHASED WITHIN NINETY (90) DAYS OF THE OFFER, SAID STOCK MAY THEN BE SOLD BY THE STOCKHOLDER AT THE PRICE OF THE BONAFIDE OFFER OF THE THIRD PERSON.

**ARTICLE XI  
AMENDMENTS**

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS' MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE.

**ARTICLE XII**

THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE, SO THAT THE STOCKHOLDERS MAY RECEIVE THE BENEFITS PROVIDED THEREUNDER.

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 22ND DAY OF AUGUST 1997

  
\_\_\_\_\_  
MANUEL A. ALVAREZ

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

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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:  
WAVE COMMUNICATION, INC.
2. The name and address of the registered agent and office is:  
MANUEL A. ALVAREZ  
13950 S.W. 16TH TERRACE  
MIAMI, FLORIDA 33175

**ACKNOWLEDGEMENT:**

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.

  
\_\_\_\_\_  
MANUEL A. ALVAREZ

August 22, 1997

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Date