

**CORPORATE
ACCESS,
INC.**

797000075580

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666, Fax (904) 222-1666

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Prof. A. T.

1.) USA Wireless Communication, Inc.
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

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ARTICLES OF INCORPORATION
OF
USA WIRELESS COMMUNICATION, INC.

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97 SEP -2 AM 10:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

For the purpose of forming a corporation under Ch. 607 of the Florida General Corporation Act, it is respectfully requested of the Secretary of State the approval of such incorporation under the following Articles.

ARTICLE I

The name of this corporation shall be **USA WIRELESS COMMUNICATION, INC.**, and its principal place shall be in South Florida with the right to move said principal place of business and establish within or without the State of Florida as the Board of Directors may from time to time deem proper.

ARTICLE II

The specific purpose of this corporation is to engage in any lawful business, notwithstanding, any activity or business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida as may be restricted under these Articles and its By-Laws.

ARTICLE III

The total authorized capital stock for this corporation shall be one hundred shares of Common Stock with no par value. All of such stock shall be issued fully paid and non assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

The amount of capital with which this corporation shall begin shall be not less than one hundred dollars (\$100.00).

ARTICLE V

The corporation shall have perpetual existence, unless earlier terminated by due and proper legal procedure.

ARTICLE VI

The number of Directors of said corporation shall be provided in the By-Laws but in no event shall the number be less than (1) nor more than (5).

ARTICLE VII

The names and the post office address of the first Board of Directors who shall hold office for the first year of the existence of the corporation, or until their successors have been elected and qualified, unless otherwise by the By-Laws, are:

Nicola Shim, President
261 N.E. 8th Street
Homestead, Florida 33030

ARTICLE VIII

The registered address of the principal office of the corporation shall be:

261 N.E. Campbell Drive
Homestead, Florida 33030

ARTICLE IX

In furtherance and not in limitation of powers conferred upon the Board of Directors, the Board of Directors are expressly authorized, and cause to be executed, mortgages and liens upon the real and personal property of the corporation for the purposes of furniture security for its indebtedness or for any other purpose. The Directors, if the By-Laws so provide, may hold their meetings within or without the State of Florida. The corporation may in its By-Laws, confer powers additional to the power and authority expressly conferred upon them by statute to the Directors.

ARTICLE X

Amendments and revisions, including alteration of any provision, of these Articles, and the By-Laws, shall be by the shareholders or by a majority vote of the shareholders voting, in the manner now and hereafter prescribed by the Statutes.

BY-LAWS

The power to adopt, amend or repeal By-Laws shall be vested in the shareholders.

ARTICLE XI

Shares of capital stock of this corporation shall be vested in the following persons and in the amount set opposite their names.

NAME**NUMBER OF SHARES**

Nicola Shim

100 %

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to another person or corporation, unless approved by the president of this corporation. The price and terms of which, and the time within which such shares may be offered and sold shall be further specified by written agreement.

ARTICLE XII

Special meetings of the shareholders may be called by Certified Mail, Return Receipt Requested giving five (5) days written notice.

ARTICLE XIII

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the share represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE XIV**RIGHT OF SHAREHOLDER TO DISSENT**

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions, the shares of this corporation were registered on a national securities exchange or held by not less than 2,000 shareholders.

ARTICLE XV**SHAREHOLDERS MEETING REQUIRED**

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, except as provided for in Article XII.

ARTICLE XVI**MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the President of this corporation.

ARTICLE XVII

POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVIII

MEETING BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by means of conference telephone as provided.

ARTICLE XIX

DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLE XX

IDENTIFICATION

The corporation shall identify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XXI

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon shareholders is subject to this reservation.

ARTICLE XXII

NOTICE

Any notice required herein shall be by Certified Mail, Return Receipt Requested, or hand delivered to the shareholders at the following address:

261 N.E. Campbell Drive
Homestead, Florida 33030

ARTICLE XXIII

The names and address of the subscribers to these articles are:

Nicola Shim
261 N.E. 8th Street
Homestead, Florida 33030

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

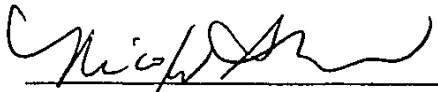
ARTICLE XXIV

The name and address of the resident agent of this corporation is:

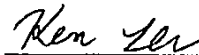
Nicola Shim
261 N.E. 8th Street
Homestead, Florida 33030

ARTICLE XXV

I, Nicola Shim, a subscriber to these Articles, hereby am familiar with and accept the duties and responsibilities as registered agent for USA WIRELESS COMMUNICATION, INC., hereunto set my hand and seal this 28 day of AUGUST, 1997.



Nicola Shim

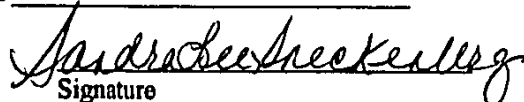


Witness

STATE OF FLORIDA)
 : SS
COUNTY OF DADE)

SWORN TO AND SUBSCRIBED before me this 28 day of AUGUST, 1997, the undersigned, a notary public in and for said county in said state, personally appeared Nicola Shim, to me known to be the person(s) named in and who executed the foregoing Articles of Incorporation, and acknowledged that they executed the same in their voluntary act and deed

BY NICOLA SHIM


Signature

SANDRA LEE SNECKENBERG
Print Name

NOTARY PUBLIC, State of Florida at large

MY COMMISSION EXPIRES: OCTOBER 7, 1997

