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TRANSMITTAL LETTER


November 25, 1997

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*****70.00 *****70.00

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

SUBJECT: CONNECTED 2 PAGING, INC

Enclosed is an original and one copy of the Articles of Incorporation and an original and one copy of the Certificate of Registered Agent. Enclosed also is our check in the amount of \$70.



From: CARL E. WERNBORG
1300 DORCHESTER ST
PORT CHARLOTTE, FL 33952
941/743-2645

FILED
97 DEC -1 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
CONNECTED 2 PAGING, INC

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 ONE - NAME

The name of the corporation shall be **CONNECTED 2 PAGING, INC.**

ARTICLE TWO - PRINCIPAL OFFICE

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

TOWN CENTER MALL
1441 TAMiami TRAIL
PORT CHARLOTTE, FLORIDA 33948

ARTICLE THREE - SHARES

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

660 SHARES, PAR VALUE \$10.00 PER SHARE

ARTICLE FOUR - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

CARL E. WERNBORG
1300 DORCHESTER ST
PORT CHARLOTTE, FL 33952
941/743-2645

ARTICLE FIVE - INCORPORATOR(S)

The names and street addresses of the incorporators to these Articles of Incorporation are:

CARL E. WERNBORG
1300 DORCHESTER ST
PORT CHARLOTTE, FL 33952

RUSSELL E. HENDEL
461 BAYSHORE DRIVE
CAPE CORAL, FL 33409

FRANK CUTRONA
21404 GRAYTON TERRACE
PORT CHARLOTTE, FL 33952

ARTICLE SIX - PURPOSE

The purpose or purposes of this corporation shall be to engage in the retail selling of communications services, equipment and accessories, and to train in the use of same, within the state of Florida.

ARTICLE SEVEN - MANAGEMENT AND REGULATIONS

The powers of the corporation, board of directors, and shareholders shall be determined by the board of directors.

The date of the annual meeting of the corporation shall be January 31; should that date fall on a Saturday, Sunday or holiday, the date of the annual meeting shall be on the preceding Thursday which is not a weekend or holiday.

The fiscal year-end date shall be December 31st.

Salaries, employee benefits, shareholders agreement, buy-sell agreements, planning for future shareholders, capitalization, and all other determinations shall be at the discretion of the board of directors.

ARTICLE EIGHT - INITIAL DIRECTORS

The initial directors of the corporation, and their titles shall be:

FRANK CUTRONA, PRESIDENT
21404 GRAYTON TERRACE
PORT CHARLOTTE, FL 33952

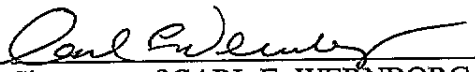
CARL E. WERNBORG, TREASURER
1300 DORCHESTER ST
PORT CHARLOTTE, FL 33952


RUSSELL E. HENDEL, SECRETARY
461 BAYSHORE DRIVE
CAPE CORAL, FL 33409

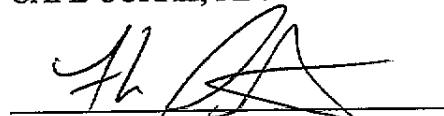
ARTICLE NINE - PERSONAL LIABILITY OF SHAREHOLDERS

The shareholders shall have no personal liability regarding any acts performed under the corporation name or by its employees or principals.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 24
day of NOVEMBER, 1997.


Signature of CARL E. WERNBORG
1300 DORCHESTER ST
PORT CHARLOTTE, FL 33952
941/743-2645


Signature of RUSSELL E. HENDEL
461 BAYSHORE DRIVE
CAPE CORAL, FL 33409


Signature of FRANK CUTRONA
21404 GRAYTON TERRACE
PORT CHARLOTTE, FL 33952

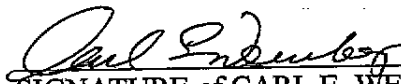
**CERTIFICATE OF DESIGNATED
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, 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 **CONNECTED 2 PAGING, INC.**
2. The name and address of the registered agent and office is:

CARL E. WERNBORG
1300 DORCHESTER ST
PORT CHARLOTTE, FL 33952

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.


SIGNATURE of CARL E. WERNBORG

24 NOVEMBER 1997
DATE

FILED
97 DEC -1 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA