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BUBLEY & BUBLEY, P.A.

ATTORNEYS AT LAW

DANIEL B. BUBLEY*

MARTIN A. BUBLEY*

OF COUNSEL
ALLAN L. GRANT*
ALAN T. SCHENCKER*

* ADMITTED TO PRACTICE IN FLORIDA AND ILLINOIS
* ONLY ADMITTED TO PRACTICE IN ILLINOIS

January 7, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: AVALON WIRELESS, INC.

This letter will indicate our intent to file the Articles of Incorporation on behalf of AVALON WIRELESS, INC. In this regard, please find enclosed the following:

1. The original and one copy of the Articles of Incorporation of AVALON WIRELESS, INC.
2. A check made payable to the Department of State in the amount of \$122.50 according to the applicable fee schedule.
 - a. \$35 for filing fee
 - b. \$35 for Designation of Registered Agent fee
 - c. \$52.50 for certified copy fee

The address where filing acknowledgment, certified copies and related documents should be sent is:

Martin A. Bubley
Bubley & Bubley, P.A.
3820 Northdale Blvd.
Suite 312 B
Tampa, Florida 33624

Thank you in advance for your anticipated cooperation.

Very truly yours,

BUBLEY & BUBLEY, P.A.

Mart A. Bubley
MARTIN A. BUBLEY

MAB/lar
Enclosures

FLORIDA OFFICE

Northdale Executive Center
3820 Northdale Boulevard
Suite 312 B
Tampa, Florida 33624
Telephone: (813) 963-7735
Facsimile: (813) 963-7832

ILLINOIS OFFICE

1943 Mannheim Road
Westchester, Illinois 60154
Telephone: (708) 681-4444

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

AVALON WIRELESS, INC.

FILED

98 JAN 12 AM 10:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit under and by virtue of the laws of the State of Florida as contained in the Florida Business Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation shall be AVALON WIRELESS, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this corporation shall be 11266 West Hillsborough Avenue, Unit #239, Tampa, Florida 33635. The mailing address of this corporation shall be 11266 West Hillsborough Avenue, Unit #239, Tampa, Florida 33635.

ARTICLE III - DURATION

The existence of this corporation shall commence on filing of these Articles of Incorporation by the Department of State, and the period of its duration and existence shall thereafter be perpetual.

ARTICLE IV - BUSINESS, PURPOSE AND POWERS

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

- (a) to engage in, conduct and carry on the business of marketing communication services and products, and related services, and to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith; and

- (b) in general, to engage in and transact any and all lawful business, acts or activities for which authorized corporations may be incorporated under the laws of the State of Florida.

This corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be **Ten thousand (10,000) shares of common stock with a par value of \$0.01 per share**. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, or in other property (tangible or intangible), at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at **3820 Northdale Boulevard, Suite 312B, Tampa, Florida 33624**. The name of the initial registered agent of this corporation at such office shall be **BUBLEY & BUBLEY, P.A.** This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII - BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of **not less than one (1) nor more than five (5) members (directors)**, the exact number of directors to be fixed from time to time by the stockholders or the Bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. Subject to the Bylaws of this corporation, a quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at the

meeting at which a quorum is present shall be the act of the directors. Subject to the Bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Subject to the Bylaws of this corporation, the stockholders may remove any director from office at any time with or without cause.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member, such member to hold office until his successors have been duly elected and qualified. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
TERRILL GOLDMAN	11266 West Hillsborough Ave. Unit # 239 Tampa, Florida 33635

ARTICLE IX - INCORPORATOR

The name and street address of the person who is to act as incorporator in making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
TERRILL GOLDMAN	11266 West Hillsborough Ave. Unit # 239 Tampa, Florida 33635

ARTICLE X - BYLAWS

- (a) The Board of Directors shall adopt the Bylaws for this corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.
- (b) The power to adopt, alter, amend or repeal the Bylaws of this corporation may be exercised by the Board of Directors or the stockholders in accordance with the provisions of the Bylaws.

(c) The power to adopt, alter, amend or repeal the Bylaws of this corporation, or to adopt new Bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. Any Bylaws which have been adopted by such a vote of the stockholders may provide that it shall be subsequently altered, amended or repealed only by the vote of the stockholders.

(d) The Bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

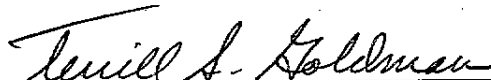
ARTICLE XI - AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ACKNOWLEDGMENT

IN WITNESS WHEREOF, I, the undersigned incorporator of AVALON WIRELESS, INC. acknowledge that I have caused to be prepared and have signed the foregoing Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and that the statements contained therein are, to the best of my knowledge and belief, true, correct and complete.

DATED this 30th day of December, 1997.


TERRILL GOLDMAN, Incorporator

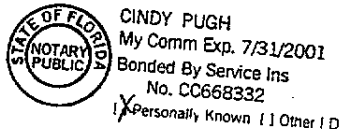
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

THIS IS TO CERTIFY that on this date the 30th day of DECEMBER, 1997, before me, a notary public, personally appeared **TERRILL GOLDMAN**, who I am satisfied is the person named as incorporator and executor of the foregoing Articles of Incorporation, or has provided N/A as identification, and who by his respective signature in my presence has acknowledged the same as his voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on the date given above.

Cindy Pugh
Notary Public

My commission expires:



This instrument prepared by:

BUBLEY & BUBLEY, P.A.
Northdale Executive Center
3820 Northdale Blvd.
Suite 312 B
Tampa, Florida 33624
(813) 963-7735

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS of Sections 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:

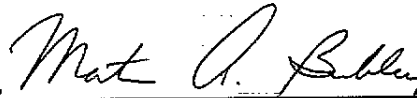
AVALON WIRELESS, INC.

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

BUBLEY & BUBLEY, P.A.
3820 Northdale Boulevard
Suite 312B
Tampa, Florida 33624

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



BUBLEY & BUBLEY, P.A.

By: Martin A. Bubley, Partner

DATE December 30, 1997