

P98000017359**SIMON, SIGALOS & SPYREDES**

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
THE SANCTUARY CENTRE
4800 NORTH FEDERAL HIGHWAY
SUITE 100-D
BOCA RATON, FLORIDA 33431

MICHAEL W. SIMON
GEORGE L. SIGALOS
ANASTASIOS TOM SPYREDES

TELEPHONE (561) 447-0017
FACSIMILE (561) 447-0018

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 FEB 20 PM 3:16

February 13, 1998

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

600002436516-9
02/20/98 01080-004
*****78.75 *****78.75

RE: Wireless Technology Corporation of America, Inc.

Dear Sir/Madam:

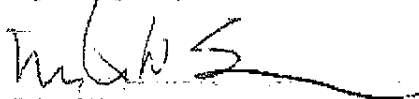
Enclosed are the following documents regarding the formation of the above-referenced profit corporation pursuant to Chapter 607 of the Florida Statutes:

- a. An original and one (1) copy of the Articles of Incorporation and the Certificate of Designation of Registered Agent/Office; and
- b. A check in the amount of \$78.75 representing the filing fees for the Articles of Incorporation, Certificate of Designation of Registered Agent/Office and Certificate of Status.

Please return the Certificate of Status and a file stamped copy of the Articles of Incorporation to the undersigned in the enclosed self-addressed, stamped envelope.

Thank you in advance for your cooperation and assistance in this matter. If you have any questions, please contact me.

Very truly yours,


Michael W. Simon

MWS/cbv
Enclosures

RP
02-23-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 FEB 20 PM 3:16

ARTICLES OF INCORPORATION**OF****WIRELESS TECHNOLOGY CORPORATION OF AMERICA, INC.**

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

WIRELESS TECHNOLOGY CORPORATION OF AMERICA, INC.

The address of the principal office of this corporation shall be 9690 West sample Road, Suite 103, Coral Springs, Florida, 330651 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

The business may engage or transact in any or all lawful activities or business consistent with the nature of the business set forth herein and permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT/ADDRESS

The street address of the initial registered office of the corporation shall be 9690 West Sample Road, Suite 103, Coral Springs, Florida 33065 and the name of the initial registered agent of the corporation at that address is Dean Lucas.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one or more Directors. The name and street address of the initial member of the Board of Directors is:

Dean Lucas
9690 West Sample Road, Suite 103
Coral Springs, Florida 33065

ARTICLE VII. OFFICERS

The corporation shall have one officer initially. The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until successors are elected or appointed is:

President, Secretary, Treasurer:

Dean Lucas
9690 West Sample Road, Suite 103
Coral Springs, Florida 33065

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Dean Lucas, 9690 West Sample Road, Suite 103, Coral Springs, Florida 33065.

The undersigned has executed these Articles of Incorporation this 13th day of February, 1998.


Dean Lucas, Incorporator

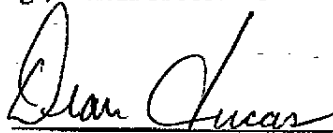
**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

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: WIRELESS TECHNOLOGY CORPORATION OF AMERICA, INC.
2. The name and address of the registered agent and office is:

Dean Lucas
9690 West Sample Road, Suite 103
Coral Springs, Florida 33065.

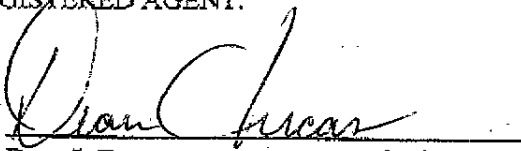
February 13, 1998.



Dean Lucas

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.

February 13, 1998.



Dean Lucas