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FLORIDA DIVISION OF CORPORATIONS
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CONTACT: RICHARD OSTER

PHONE: (608)251-6600

FAX #: (608)251-6907

NAME: NEXTWAVE ASSOCIATES INC.

AUDIT NUMBER.....H98000010767

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1 PAGES..... 1

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**ARTICLES OF INCORPORATION
OF
NextWave Associates Inc.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: NextWave Associates Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 433 11th Ave., Indialantic, FL 32903

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 2000. The par value of each share of stock is \$.01.

ARTICLE IV INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is: Jack McKay, 433 11th Ave., Indialantic, FL 32903

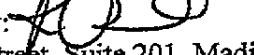
ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Richard Oster, 214 N. Henry Street, Suite 201, Madison, WI 53703.

ARTICLE V INITIAL DIRECTORS

The initial directors of the corporation is:
J.B.McKay, 433 11th Ave., Indialantic, FL 32903

The undersigned incorporator has executed these Articles of Incorporation this 4th day of June, 1998

The document was prepared by: 
Richard Oster, 214 N. Henry Street, Suite 201, Madison, WI 53703. 608-251-6600

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JUN-05-98 09:09AM FROM-BUSINESS SERVICES

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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.

The name of the corporation is: NextWave Associates Inc.

The name and address of the registered agent and office is: Jack McKay, 433 11th Ave., Indialantic, FL 32903

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: 
Jack McKay

Date 6/5/98

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