

Law Office of Wanda Mui

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P 98 0000 53882

June 12, 1998

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

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-06/15/98-01066-005
*****70.00 *****70.00

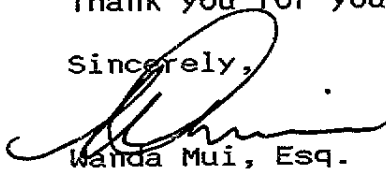
Re: New Filing

Dear Sir:

Kindly file the enclosed Articles of Incorporation of VIP
Message & Wireless, Inc. Fee of \$70.00 is also enclosed.
Please return copy to this office upon filing.

Thank you for your attention to this matter.

Sincerely,



Wanda Mui, Esq.

WM/ab
Enclosures

cc: Client

FILED
98 JUN 15 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEB JUN 16 1998

ARTICLES OF INCORPORATION

OF

VIP MESSAGE & WIRELESS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation of profit under the laws of the State of Florida.

ARTICLE 1 - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Corporation shall be VIP Message & Wireless, Inc. The principal place of business shall be located at 7515 4th Avenue West, Bradenton, FL 34209.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this Corporation is:

- (a) Telephone Answering and Paging Service.
- (b) To acquire by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired and to erect, or cause to be erected on any lands owned, held or occupied by the Corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or

occupied, and to encumber or dispose of any lands, or interest in lands, by the Corporation; to buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

(c) To engage in the retail, wholesale, and manufacturing business in any and all fields and to do all things necessary to engage in any type of business generally.

(d) To acquire, by purchase, lease, manufacture, or otherwise any personal property deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the Corporation, and to invest, trade and deal in any lease, rent, encumber or dispose of any personal property at any time owned or held by the Corporation.

(e) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(f) To purchase the corporate assets of any other corporation and engage in the same or other character of business, including repurchase of its own shares.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

(h) To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, and to transact any further and other business necessarily connected with the purposes of this Corporation, or calculated to facilitate the same, including purchase of its own shares.

(i) To carry on any or all of its operations and businesses and to promote its objects within the state of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

(j) To engage in any and all lawful business, trades, occupations and professions.

(k) To do any and all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors,

or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above-named.

The intention is that none of the objects and powers hereinabove set forth, except those otherwise specified in this Article shall be in any way limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, par value \$1.00.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meetings.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE V - TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation is to be: 7515 4th Avenue West, Bradenton, FL 34209.

The initial Registered Agent of the Corporation is: WILLIAM J. PRECHTEL, 7515 4th Avenue West, Bradenton, FL 34209.

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VII - DIRECTORS

The Corporation shall have one (1) Director initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the first Board of Directors, who shall hold office until their successors are elected and have qualified, are as follows: WILLIAM J. PRECHTEL, 7515 4th Avenue West, Bradenton, FL 34209.

ARTICLE IX - SUBSCRIBERS

The names and street addresses of the subscribers of these Articles of Incorporation are as follows: WILLIAM J.

PRECHTEL, 7515 4th Avenue West, Bradenton, FL 34209.

ARTICLE X - EFFECTIVE DATE

The Articles of Incorporation shall be effective upon filing with the Secretary of State.

ARTICLE XI - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XII - MISCELLANEOUS PROVISIONS

It is the intention of the subscribers of this Corporation that the first Board of Directors adopt a plan under section 1244 of the Internal Revenue Code, allowing a limited ordinary loss to individuals for loss on stock of a "small business corporation" which qualifies under the Code.

ARTICLE XIII - PRE-EMPTIVE RIGHTS

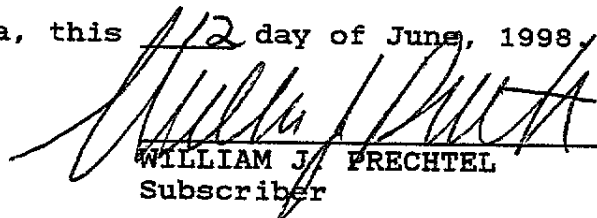
The holders of the Common Stock of the Corporation shall have the right to purchase at such prices, and on such terms and conditions as shall be fixed by the Board of Directors such of the shares of the Common Stock of the

Corporation as may be authorized in these Articles of Incorporation. Such pre-emptive right shall be exercised in the ratio which the number of shares held by each stockholder bears to the total number of shares outstanding.

Such pre-emptive right shall extend to the stock authorized, but not issued within three (3) months after the effective date of these articles of Incorporation. It shall also extend to treasury stock.

Before publicly or privately selling or offering to sell any additional shares of its common stock, or any stock, bonds, debentures or other securities convertible into common stock, the Corporation shall first offer to all of the holders of its common stock the right to purchase as pro rata portion of such common stock or such securities convertible into common stock.

IN WITNESS WHEREOF, the undersigned acknowledged and filed the forgoing Articles of Incorporation under the laws of the State of Florida, this 12 day of June, 1998.


 (Seal)
WILLIAM J. PRECHTEL
Subscriber

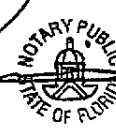
STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, the undersigned authority personally appeared WILLIAM J. PRECHTEL, known to be the individual

described in (____) or produced identification as follows: Personally Known) and who executed the forgoing Articles of Incorporation, and acknowledged before me that same was executed for the purpose therein expressed.

WITNESS my hand and seal in the county and state aforesaid this 12 day of June, 1998.

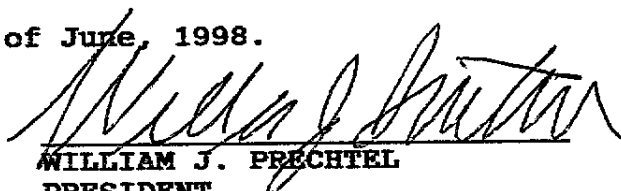

NOTARY PUBLIC
PRINT NAME:
My commission Expires:

 WANDA MUI
COMMISSION # CC 688143
EXPIRES NOV 17, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted: First, that VIP MESSAGE & WIRELESS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Bradenton, State of Florida, has named WILLIAM J. PRECHTEL, located at the city of Bradenton, State of Florida, as its agent to accept service of process within Florida.

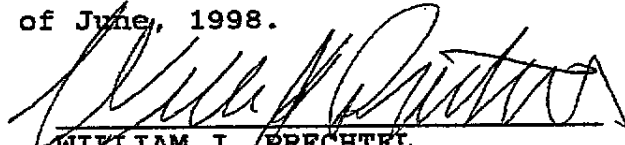
Dated this 12 day of June, 1998.


WILLIAM J. PRECHTEL
PRESIDENT

Having been named to accept service of process for the

above stated Corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the complete performance of my duties.

Dated this 12 day of June, 1998.


WILLIAM J. PRECHTEL
RESIDENT AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA