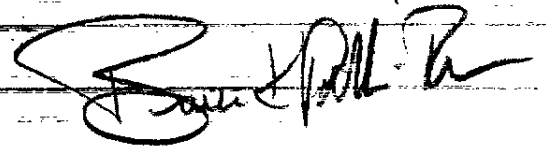


P98000075258

To Whom it May Concern,

Enclosed are 2 separate Applications.
If you have any questions please call Holly
Johnson at 561-740-2677 or Mobile 561-213-0010.
Bruce Patton-Rosnick at 561-616-0080 or
Mobile 561-373-4030.

Thank You Very Much,



Holly Johnson
5025 Ashley Lake Dr. #238
Boynton Beach FL 33437

100002626271-6

-08/27/98-01003-013

***122.50 ***122.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG 26 AM 11:22

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866182 AUG 28 1998

561-616-0080

STATE OF
FLORIDA
ARTICLES OF INCORPORATION
OF
WHOLESALE WIRELESS, INC.
A BUSINESS/STOCK CORPORATION

The name of the corporation is WHOLESALE WIRELESS, INC.

2-38 The business and mailing address of the corporation is 710 Executive Center Drive
West Palm Beach, FL 33401
(street address, city, county, state, zip) Palm Beach County

The duration of the corporation is perpetual.

The corporation has been organized to transact any and all lawful business for which corporations may be incorporated in this state.

The aggregate number of shares which the corporation shall have the authority to issue is 100 and the par value of each shall be _____ (typically "no par value")

The number of directors constituting the initial board of directors of the corporation is 1, and their names and addresses are: Bruce K. Patton-Roark

710 Executive Center Drive 2-38
West Palm Beach, FL 33401

The location and street address of the initial registered office is 710 Executive Center Drive
West Palm Beach, FL (must be located within the state) (list county also)
and the name of its initial registered agent at such address is Bruce K. Patton-Roark

The name and address of each incorporator:

Bruce K. Patton-Roark
710 Executive Center Drive 2-38 West Palm Beach, FL 33401

In witness thereof, the undersigned incorporator(s) have executed these articles of incorporation this
23 day of August, 1998.

Witness

Witness

State of Florida
County of Palm Beach

Bruce K. Patton-Roark
Incorporator

[Signature]
Incorporator

My Signature

On _____, the above person(s) appeared before me, a notary public and are personally known or proved to me to be the person(s) whose name(s) is/are subscribed to the above instrument who acknowledged that he/she executed the instrument.

Notary

(Notary stamp or seal)

FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

This document prepared by:

Bruce K. Patton - Roark

Consent of Appointment by the Registered Agent

I, Bruce K. Patton - Roark, hereby give my consent to serve as the registered agent for

(name of registered agent)

Wholesale Wireless, Inc. Having been named as registered agent and to accept
(corporate name)

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 am familiar with and accept the obligations of my position as registered agent.

Dated August 23, 1998

Bruce K. Patton - Roark
(signature of registered agent)

Articles prepared by:

Bruce K. Patton - Roark

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98-AUG 26 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA