



THE UNITED STATES
CORPORATION
COMPANY

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FILED

99 APR 30 PM 2:33

ACCOUNT NO. : 072100000032

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 224190 81181A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizante

ORDER DATE : April 30, 1999

ORDER TIME : 11:31 AM

ORDER NO. : 224190-005

300002858593--0

CUSTOMER NO: 81181A

CUSTOMER: Alan L. Gabriel, Esq
ALAN L. GABRIEL, ESQ
ALAN L. GABRIEL, ESQ
Penthouse E
2455 E. Sunrise Blvd.
Ft. Lauderdale, FL 33304

DOMESTIC FILING

NAME: WIRED & WIRELESS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS: *PH*

4/30/99
DIVISION OF CORPORATION
99 APR 30 PM 12:08
RECEIVED

ARTICLES OF INCORPORATION

OF

wired & wireless, inc.

FILED
99 APR 30 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business corporation act, adopt(s) the following Articles of Incorporation for such corporation:

ARTICLE I.

NAME

The name of the corporation shall be wired & wireless, inc.

ARTICLE II.

PRINCIPAL OFFICE/MAILING ADDRESS

The mailing address of the corporation is 2890 NE 35th Street, Ft. Lauderdale, Florida 33306. The street address of the principal office of this corporation shall be 2890 NE 35th Street, Ft. Lauderdale, Florida 33306.

ARTICLE III.

CAPITAL STOCK

The aggregate number of shares that the Corporation has authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE IV.

REGISTERED AGENT

The corporation has designated as its Registered Agent, ALAN L. GABRIEL, ESQ.. The street address of the initial registered office of the corporation shall be 2455 East Sunrise Boulevard, Penthouse East, Fort Lauderdale, Florida 33304.

ARTICLE V.

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI.

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the

number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VII.

OFFICERS AND 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 (1) directors, initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the corporation's articles of incorporation or the by-laws, but shall never be less than one. The name and street address of the initial members of the Board of Directors and officers of the corporation are:

DIRECTOR, PRESIDENT, VICE PRESIDENT, SECRETARY AND TREASURER:

CHRIS P. CLADIS
2890 NE 35th Street
Fort Lauderdale, FL 33306

ARTICLE VIII.

INCORPORATORS

The name and street address of the incorporator(s) to these Articles of
Incorporation is:

CHRIS P. CLADIS
2890 NE 35th Street
Fort Lauderdale, FL 33306

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29th day of April,
1999.

Witnesses:

Sign *Kathleen G. Clark*
Print KATHLEEN G. CLARK
Sign *Alan L. Gabriel*
Print ALAN L. GABRIEL

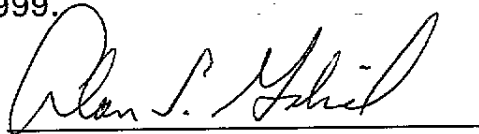
Sign *Chris P. Cladis*
CHRIS P. CLADIS

ACCEPTANCE OF REGISTERED AGENT

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, ALAN L. GABRIEL, ESQ., being a resident of the State of Florida and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligation of the position of Registered Agent under Section 607.0505, Florida Statutes.

EXECUTED this 29th day of April, 1999.


ALAN L. GABRIEL

ARTICLES.INC
405.01art.inc