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LAZARUS CORPORATE FILING SERVICE, INC.

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(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

300002964119--9

-08/19/99--01036--021

*****35.00 *****35.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. USA WIRELESS SERVICES INC.
 (Corporation Name) (Document #)

2. _____
 (Corporation Name) (Document #)

3. _____
 (Corporation Name) (Document #)

4. _____
 (Corporation Name) (Document #)

- Walk in
 Pick up time 2.00
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 Will wait
 Photocopy
 Certificate of Status

FILED
 99 AUG 19 PM 1:49
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

RECEIVED
 99 AUG 19 AM 11:47
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

Amend + N.C.
 C. COULLETTE AUG 19 1999

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

USA WIRELESS SERVICES INC.
(Present name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts
The following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicated articles number(s) being amended, added
Or deleted)

ARTICLE I: (CHANGE NAME)

The name of the corporation shall read as follows:

ALL WIRELESS INC.

ARTICLE II: (CORRECT ADDRESS)

The principal place of business and mailing address shall read as follows:

3107 COMMODORE PLAZA
COCONUT GROVE, FL 33133

ARTICLE VI: BOARD OF DIRECTORS

(ADD) GERMAN ESPINOSA as President
3107 COMMODORE PLAZA
COCONUT GROVE, FL 33133

(CHANGE) NESTOR GUILLEN as Vice-President
3107 COMMODORE PLAZA
COCONUT GROVE, FL 33133

SECOND: If an amendment provides for an exchange, reclassification or cancellation of
Issued shares, provisions for implementing the amendment if not contained in the
Amendment itself, is as follows:

THIRD: The date of each amendment's adoption: 08/18/99

FOURTH: Adoption of Amendment(s) (check one)

The amendment(s) was/were adopted by the incorporation without shareholder
Action and shareholder action was not required.

The amendment(s) was/were adopted by the board of directors without
Shareholder action and shareholder action was not required.

The amendment(s) was/were approved by the shareholders. The number of votes
Cast for the amendment(s) was/were sufficient for approval.

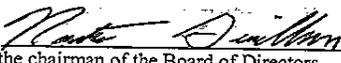
The amendment (s) was/were approved by the shareholders through voting groups.

[The following statement must be separately provided for each group entitled to vote separately on the amendment (s).]

The number of votes cast for the amendment (s) was/were sufficient for
Approval by _____
(Voting group)

Signed this 18TH day of AUGUST, 1999

I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT
AND AGREE TO ACT IN THIS CAPACITY.

Signature 
(By the chairman of the Board of Directors,
President or other officer if adopted by the shareholder's)

OR

(By a director if adopted by the directors)

OR

(By an incorporation if adopted by the incorporations)

NESTOR GUILLEN
Typed or printed name

PRESIDENT/DIRECTOR/INCORPORATOR
Title