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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)922-4001

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Account Name : EMPIRE CORPORATE KIT COMPANY
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TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

beep usa wireless ii, inc.

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ARTICLES OF INCORPORATION

OF

Beep USA Wireless II, Inc.

These Articles are in compliance with Chapter 607, F.S.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Article I

The name of this corporation shall be:

Beep USA Wireless II, Inc.

Article II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

Article III

The principal place of business and mailing address of this corporation shall be: 18077 S. DIXIE HWY.
MIAMI, FL 33157

Article IV

The general nature of business of this corporation is to transact any and all lawful business.

Article V

The number of shares which this corporation shall have authority to issue is 1,000 shares, having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

Article VI

The name and street address of the initial Registered Agent of this corporation shall be: GERARD L. DAPHNIS
18077 S. DIXIE HWY.
MIAMI, FL 33157

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PREPARED BY: RAY STORMONT, EMPIRE CORPORATE KIT COMPANY,
1492 WEST FLAGLER STREET, #200, MIAMI, FL 33135, (305) 541-3694

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Article VII

The initial board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) who are to serve as an initial director(s)

GERARD L. DAPHNIS
PRESIDENT

18077 S. DIXIE HWY.
MIAMI, FL 33157

Article VIII

The name and address of the incorporator executing these Articles of Incorporation is:

EMPIRE CORPORATE KIT OF AMERICA, INC.
1492 WEST FLAGLER STREET #200
MIAMI, FL 33135

The undersigned has executed these Articles of Incorporation this 9TH day of JUNE, 1999.

Ray Stormont

Incorporator
Ray Stormont, President
Signing for
Empire Corporate Kit of America, Inc.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits, organized under the statement in designating the registered office/registered agent, in the state of Florida.

First that Beep USA Wireless II, Inc.
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of
incorporation has named GERARD L. DAPHNIS
(Name of Registered Agent)
located at 18077 S. DIXIE HWY.
City of MIAMI County of DADE
(City) (County)

State of Florida, as its agent to accept service of process within this state.

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 THE 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

Registered Agent

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