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PLEASE REPLY TO
BOCA RATON

P99000076098

July 30, 1999

VIA U.S. MAIL

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporations
Member's Link Wireless, Inc.

Dear Sir / Madam:

Enclosed please find the original Articles of Incorporation for the above named corporation. I have also enclosed a check in the amount of \$122.50 as your fee for same.

Thank you for your prompt attention to this matter. Should you have any questions or concerns regarding the foregoing, please do not hesitate to contact me.

Sincerely yours,



Jennifer M. Dougan
Legal Assistant

/jmd
Encl.

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-08/23/99--01111--010
122.50 **78.75

FILED
99 AUG 23 AM 8:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CB
8-26-99
4

ARTICLES OF INCORPORATION
FOR
MEMBER'S LINK WIRELESS, INC.

FILED
99 AUG 23 AM 8:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

ARTICLE I

The name of this corporation is:

MEMBER'S LINK WIRELESS, INC.

ARTICLE II

The general nature of the business and objects and purposes to be transacted and carried on by this corporation are:

To engage in any activity of business permitted
under the laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to issue is ONE THOUSAND (1,000) shares of common stock, having nominal or par value of ONE AND 00/100 DOLLARS (\$1.00) per share.

ARTICLE IV

The amount of capital stock with which this corporation shall begin business is not less than ONE THOUSAND AND 00/100 DOLLARS (\$1,000.00).

ARTICLE V

The initial street address of this corporation is 370 West Camino Real Boulevard, Bay #109, Boca Raton, Florida 33432.

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

This corporation shall have one (1) director initially. The number of director may be increased or may be diminished from time to time by the By-Laws adopted by the stockholders; but shall never have less than one (1).

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors and Subscribers are:

NAME	ADDRESS
Agostino Vultaggio	17782 Foxborough Lane Boca Raton, Florida 33496

ARTICLE IX


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

ARTICLE X


This corporation desiring to organize under the laws of the State of Florida with its principal office, as indicated in these Articles of Incorporation, in Palm Beach County, State of Florida, has named MARC R. GAYLORD, ESQUIRE, One Park Place, 621 NW 53rd Street, Suite 240, Boca Raton, Florida 33487 as its Registered Agent to accept service and process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Article, I hereby accept to act in this capacity and agree to comply with the revisions of said Act relative to keeping open said office.


Registered Agent

IN WITNESS WHEREOF, The undersigned, the sole members of the original Board of Directors and Subscribers have hereunto set our hands and seal this 30th day of July, 1999, for the purpose of forming this corporation to do business both within and without the State of Florida, and pursuant to the Laws of the State of Florida for corporations, do make and file in the office of the Secretary of State these Articles of Incorporation and certify that the facts herein are true.


AGOSTINO VULTAGGIO
90 AUG 23 AM 8:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments and administer oaths, in the State and County aforesaid, personally appeared AGOSTINO VULTAGGIO, known to me as the sole original member of the first Board of Directors and Subscriber who executed the foregoing Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 30th day of July, 1999.


NOTARY PUBLIC:

My Commission Expires:



FILED