

ARTICLES OF INCORPORATION

OF

Kinetic Wireless, Inc.

The undersigned, for the purpose of forming a corporation under the Alabama Business Corporation Act, hereby adopt the following Articles of Incorporation;

ARTICLE ONE

NAME

The name of the corporation is *Kinetic Wireless, Inc.*

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purposes for which the corporation is organized are to engage in to develop, sale & market computer software enterprises; and to engage in any lawful act or activity for which corporations may be organized under the Alabama Business Corporation Act.

Inst # 2000-26744

**08/08/2000-26744
08:08 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
008 MMS 90.00**

ARTICLE FOUR

REGISTERED OFFICE

4.01. The street address of the initial registered office of the corporation is:

181 Clairmont Road, Sterrett, AL 35147

4.01. The initial registered agent at that address is: *Bryan Lipham*

ARTICLE FIVE

CAPITAL STOCK

The total number of share that the corporation has authority to issue is **1,000,000** shares of common stock with no par value.

The number of shares subscribed shall be **500,000** and the name and address of the subscribers to the capital stock are as follows:

<u>Name</u>	<u>Number of Shares</u>
<i>Bryan Lipham</i>	<i>200,000</i>
<i>Scott Nemetz</i>	<i>100,000</i>
<i>Bryan Self</i>	<i>200,000</i>

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial Board of Directors shall be the same number as the number of persons listed in this Article Six. The names and addresses of the persons constituting the initial Board of Directors and who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify, are as follows:

<i>Bryan Lipham</i>	<i>181 Clairmont Road, Sterrett, AL 35147</i>
<i>Scott Nemetz</i>	<i>2067 Pinnacle Point Dr., Norcross, GA 30071</i>
<i>Bryan Self</i>	<i>187 Clairmont Road, Sterrett, AL 35147</i>

ARTICLE SEVEN

INCORPORATORS

The names and addresses of the incorporators are:

Bryan Lipham
Scott Nemetz
Bryan Self

181 Clairmont Road, Sterrett, AL 35147
2067 Pinnacle Point Dr., Norcross, GA 30071
187 Clairmont Road, Sterrett, AL 35147

ARTICLE EIGHT

POWERS

The corporation shall possess all the powers necessary to conduct business or businesses, and to carry out the objects herein and all of those expressly conferred on a corporation by the laws of the State of Alabama as well as those necessarily implied, together with the following additional powers:

- (a) To lend money and take security thereof, or to borrow money and give security therefor, on such terms as to the Board of Directors may deem proper and available.
- (b) To purchase, acquire and own shares of its own capital stock, or the capital stock of any other corporation.
- (c) To engage in business as natural persons may, not inconsistent with the provisions of law pertaining to corporations in the State of Alabama.
- (d) To purchase and sell real property, cut or standing timber and lumber.

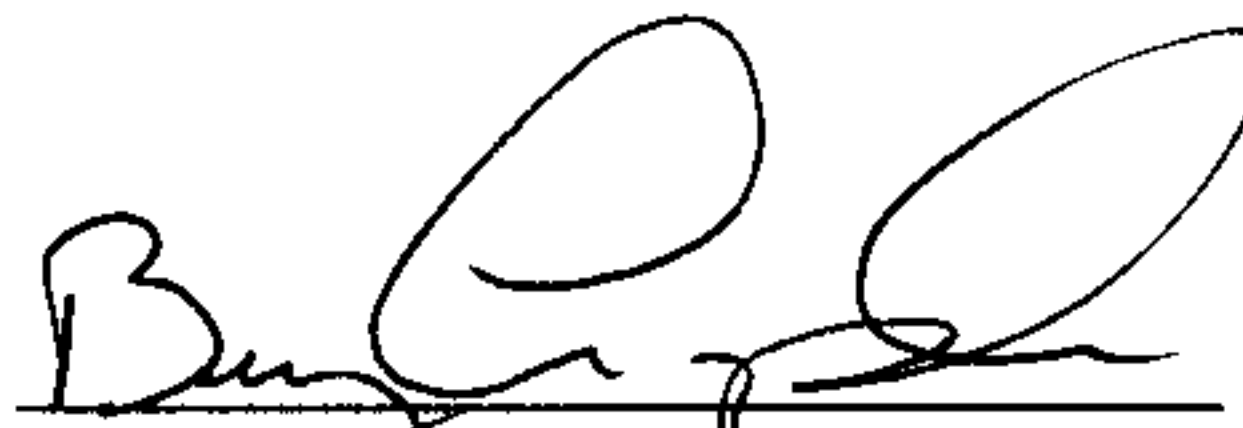
ARTICLE NINE

MISCELLANEOUS

Attached hereto as Exhibit "A" is the statement under oath of Marsha Underwood, the person

designated herein as the agent to receive subscriptions for the capital stock of said corporation, which said affidavit shows the amount of capital stock which has been subscribed and paid in.

IN WITNESS WHEREOF, the undersigned Incorporator hereunto subscribed her name on this the 07 day of August, 2000.


BRYAN LIPHAM


SCOTT NEMETZ

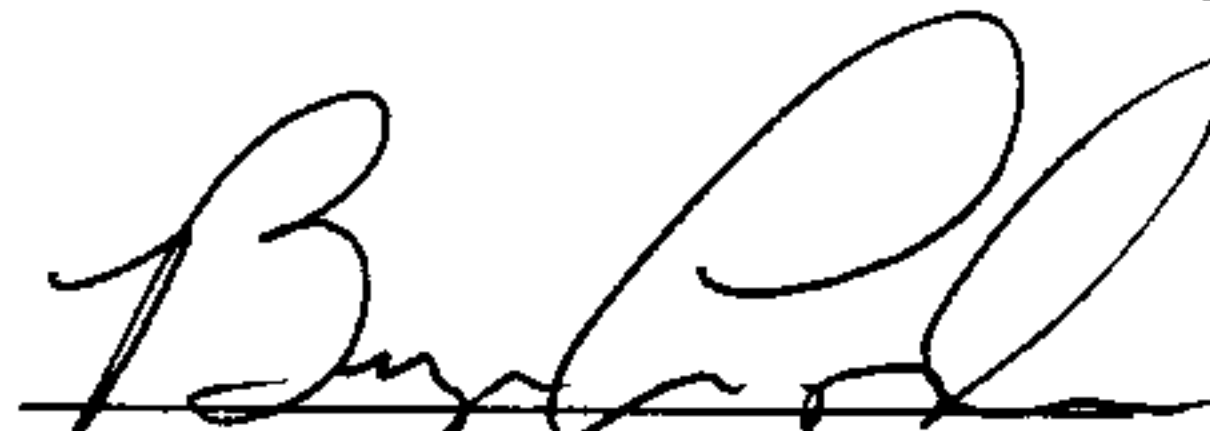

BRYANSELF

EXHIBIT "A"

SUBSCRIPTION LIST

I, the undersigned, hereby subscribe for the number of shares in the amount and payable as set opposite my respective name, for the capital stock of *Kinetic Wireless, Inc.*, a corporation being organized under the laws of the State of Alabama.

<i>Bryan Lipham</i>	200,000 shares	\$12,000.00
<i>Scott Nemetz</i>	100,000 shares	\$ 5,000.00
<i>Bryan Self</i>	200,000 shares	\$ 2,000.00

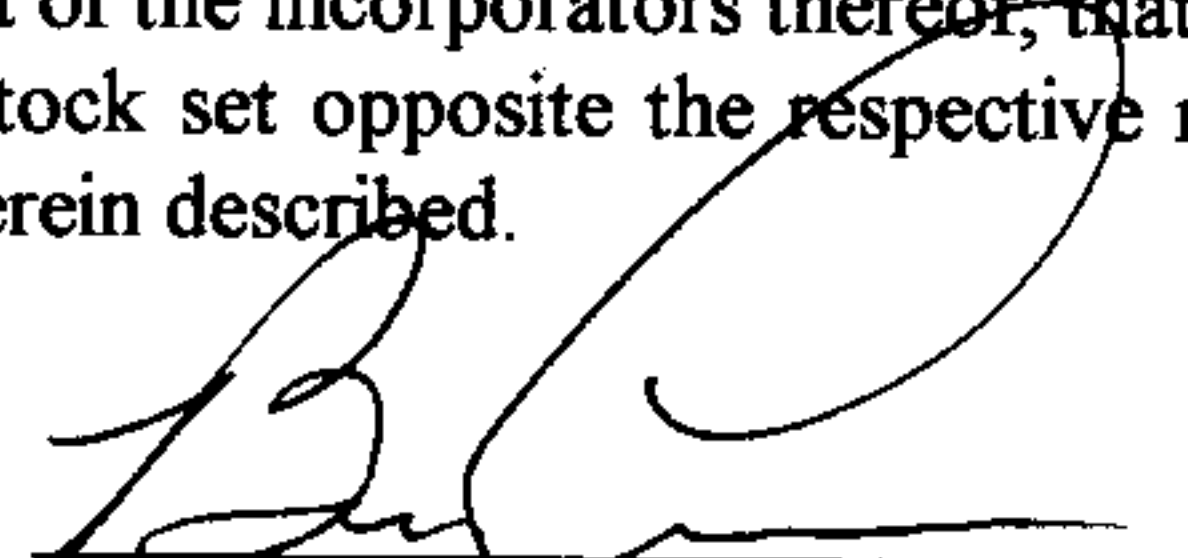

BRYAN LIPHAM


SCOTT NEMETZ

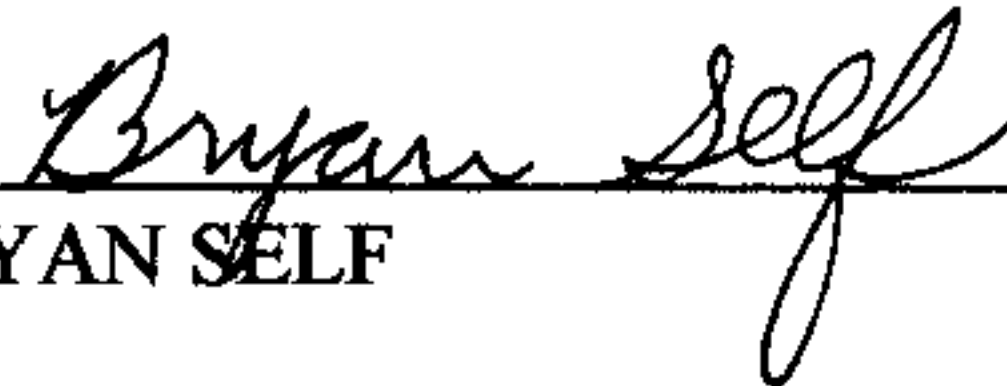

BRYAN SELF

STATE OF ALABAMA)
)
COUNTY OF SHELBY)

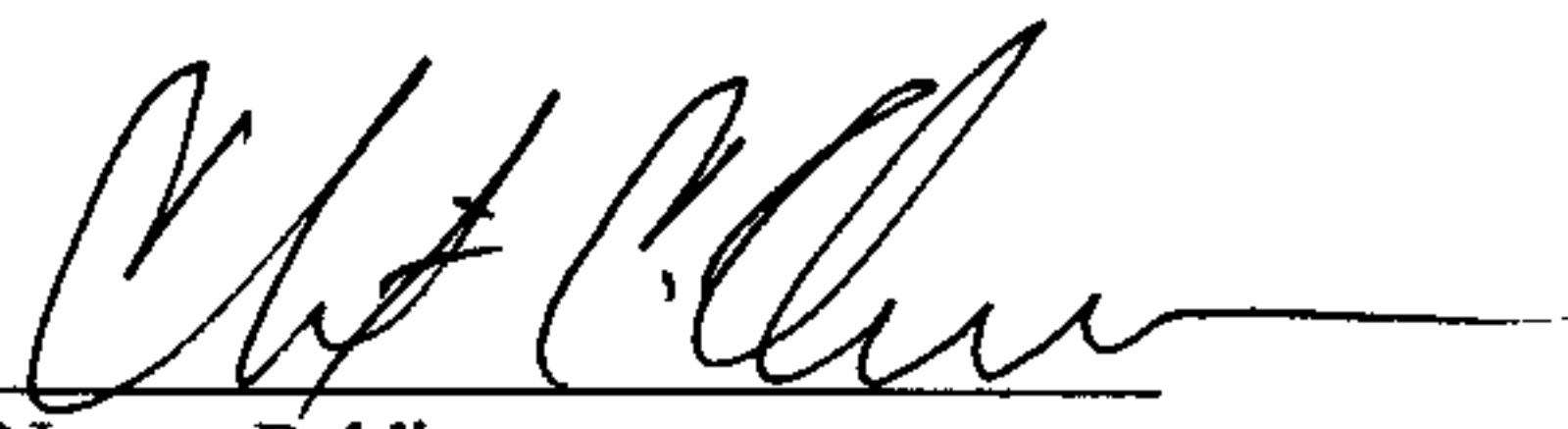
BEFORE ME, the undersigned, a Notary Public, in and for the State of Alabama at Large, personally appeared *Bryan Lipham* and *Scott Nemetz*, and *Bryan Self*, who are known to me and who being by me first duly sworn, deposes and says that she is the person designated by the incorporators of *Kinetic Wireless, Inc.*, to receive subscriptions to the capital stock of the corporation and that the above and foregoing is the subscription list of the incorporators thereof; that each of said incorporators has paid in full for such shares of stock set opposite the respective name of said subscriber on said subscription list in the manner therein described.


BRYAN LIPHAM


SCOTT NEMETZ


BRYAN SELF

SWORN TO AND SUBSCRIBED TO before me on this 07 day of August,
2000, witness my hand and official seal of office.


Notary Public
My Commission Expires: 24 JAN, 2004

This Instrument Prepared By:

Clint C. Thomas, P.C.
Attorney at Law
P.O. Box 1422
Calera, AL 35040

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Kinetic Wireless, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Clint Thomas, PO BOX 1422, Calera, AL 35040 for a period of one hundred twenty days beginning July 21, 2000 and expiring November 19, 2000.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

July 21, 2000

Date

Jim Bennett

A handwritten signature in cursive script that reads 'Jim Bennett'.

Secretary of State

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