
This Instrument Prepared by:

J. Craig Bailey
Attorney at Law
1314 Alford Ave., Ste. 102
Birmingham, AL 35226

ARTICLES OF INCORPORATION
OF
AirDigital, Inc.

1. The name of the corporation is **AirDigital, Inc.**
2. The period of its duration is perpetual.
3. The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act. including, but not limited to the sales and distribution of telecommunications equipment and services.
4. The aggregate number of shares of capital stock which the corporation shall have authority to issue is 1,000 shares of common stock, par value \$1.00 per share.
5. The location and mailing address of the initial registered office of the corporation is 6120 Rosemont Court, Birmingham, Alabama, 35242 and the name of its initial registered agent at such address is Bradford S. Cocke.
6. The number of directors constituting the initial board of directors of the corporation is two, and the name and address of the persons who are to serve as directors until the first annual meeting of shareholders and until his successor is elected and shall qualify is as follows:

Name:

Mr. Bradford S. Cocke

Address:

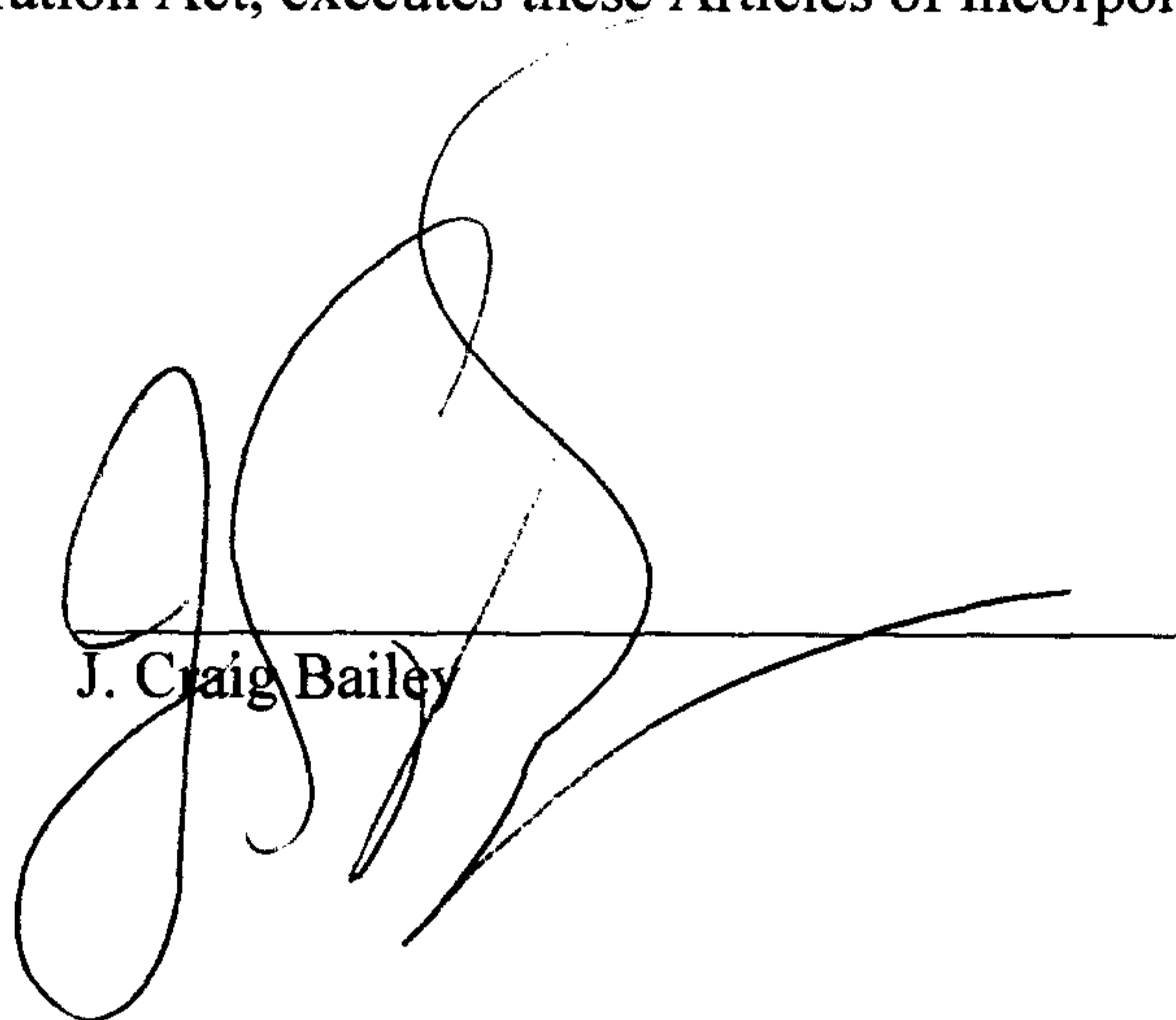
6120 Rosemont Court
Birmingham AL 35242

Mr. Basam K. Toma

7014 Spring Ridge Road
Cary, North Carolina 27511

7. The name and address of the incorporator of the corporation is J. Craig Bailey, 1314 Alford Ave., Ste. 102 Birmingham, Alabama 35226.
8. The corporation shall have the right to purchase, take, receive or otherwise acquire, hold own, pledge and transfer or otherwise dispose of its own shares. Purchases by the corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the corporation available therefor.
9. No shareholder shall have a pre-emptive right to purchase shares of any class of capital stock of the corporation including treasury shares.

The undersigned, acting as incorporator of the corporation named herein in accordance with the Alabama Business Corporation Act, executes these Articles of Incorporation this 23 day of June 2004.



J. Craig Bailey

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, 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:

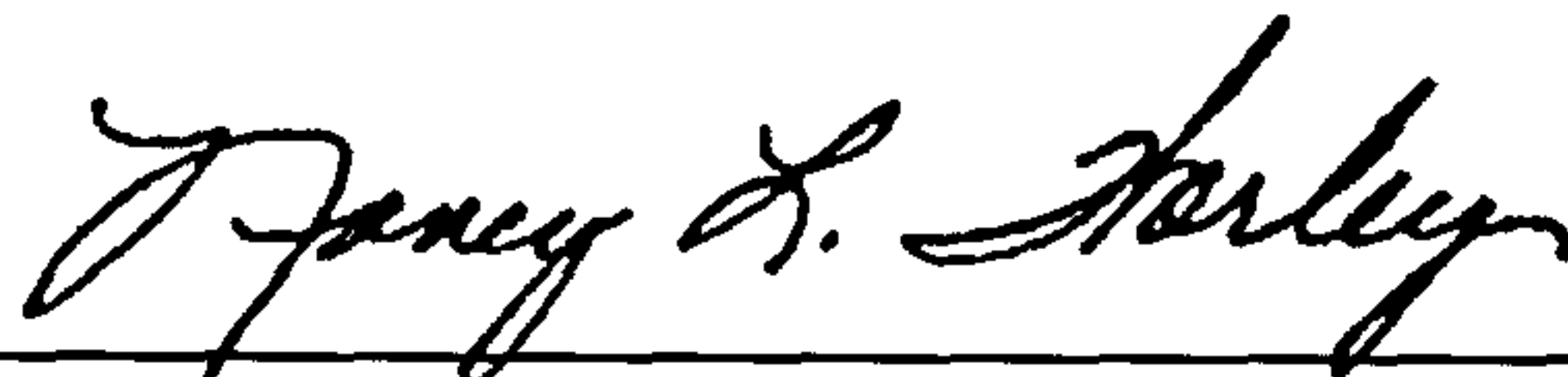
AirDigital, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of J Craig Bailey, 1314 Alford Avenue Ste 102, Birmingham, AL 35226 for a period of one hundred twenty days beginning June 3, 2004 and expiring October 2, 2004.

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.

June 3, 2004

Date



Nancy L. Worley

Secretary of State

