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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
RANspire Wireless Incorporated**

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned natural persons of lawful age, for the purpose of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act (Title 30, Idaho Code) do hereby certify as follows:

ARTICLE I. Name

The name of the corporation is RANspire Wireless Incorporated.

ARTICLE II. Perpetual Duration

The corporation is to have perpetual existence.

ARTICLE III. Purpose

The purpose and object for which the corporation is organized include the transaction of any and all business for which corporations may be incorporated under the Idaho General Business Corporation Act (Title 30, Idaho Code).

ARTICLE IV. Stock

The aggregate number of shares which the corporation shall have authority to issue is 100,000. Such shares shall consist of one class only, bear a par value of \$1.00, and be non-assessable. All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

ARTICLE V. Corporation Purchase of Its Own Shares

The corporation shall have the right to purchase, directly or indirectly, its own shares to the extent of unreserved and unrestricted capital surplus available therefore.

IDaho SECRETARY OF STATE

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ARTICLE VI. Bylaw Amendments

The board of directors may repeal or amend the bylaws of the corporation and may adopt new or additional bylaws, and the articles of incorporation shall be amended as provided in the Idaho General Business Corporation Act.

ARTICLE VII. Grant of Preemptive Rights

The preemptive rights of shareholders to acquire additional shares of capital stock or the corporation are as follows: each shareholder shall be entitled as a matter of right to subscribe for, purchase or otherwise acquire any additional shares of the specific class of stock of the corporation held by the respective shareholder including, but not limited to, shares which are authorized herein but issued on or hereafter the date of incorporation, shares which are subsequently authorized and issued and shares which are acquired and reissued by the corporation.

ARTICLE VIII. Registered Agent/Office

The address of the initial registered office of the corporation is:

321 North Second Avenue
Sandpoint, Idaho 83864

The name of the corporation's initial registered agent at such address is Virginia G. Price-Catey

ARTICLE IX. Initial Board of Directors

The number of directors to constitute the board of directors shall be two, as determined by the bylaws of the corporation. The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors can be elected and qualify are:

Name _____ Address _____

Tom Bokowy 321 North Second Avenue, Sandpoint, ID 83864
President & Secretary

ARTICLE X. Cumulative Voting for Directors

At each election of directors, each shareholder entitled to vote shall be entitled to cast cumulative votes in accordance with the term and conditions of the bylaws of the corporation. In such event, each shareholder may vote either by giving one candidate as many votes as equals the number of directors to be elected multiplied by the number of the shareholder's shares or by distributing such cumulative votes among any number of such candidates.

ARTICLE XI. Board Vacancies

Any vacancy of the board of directors may be filled by the affirmative vote of majority of the remaining directors. Any director so elected shall serve until the director's successor has been elected and qualified.

ARTICLE XII. Indemnification

The corporation shall have the power to indemnify to the fullest extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or a fiduciary within the meaning of the Employee Retirement Security Act of 1974, as amended, with respect to any employee benefit plans of the corporation, or serves at the request of the corporation as a director, officer, employee, or agent, or as a partnership, joint venture, trust or other enterprise, and their respective heirs, administrators, personal representatives, successors and assigns. Indemnification specifically provided by the Idaho General Business Corporation Act shall not be deemed exclusive of any other rights to which such director, officer, employee or agent may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The corporation, its officers, directors, employees or agents shall be fully protected in taking any action or making any payment under this Article or in refusing to do so upon the advice of independent counsel.

ARTICLE XIII. No Personal Liability

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except that this provision shall not apply to: (a) Any breach of the director's duty of loyalty to the corporation or its shareholders; (b) Any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) Any distribution which is unlawful; (d) Any transaction from which the director derived an improper personal benefit; or (e) Any act or omission occurring prior to the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE XIV. Incorporator

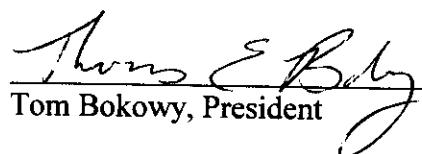
The names and addresses of all incorporators are:

Tom Bokowy
321 North Second Avenue
Sandpoint, Idaho 83864

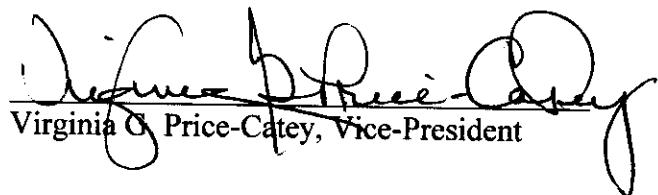
Virginia G. Price-Catey
321 North Second Avenue
Sandpoint, Idaho 83864

The undersigned incorporators declare under penalty of perjury that he or she has examined the foregoing Articles of Incorporation and that to the best of his/her knowledge, information and belief, the information contained therein is true, correct, and complete.

IN WITNESS WHEREOF, we have hereunto set our hands this 17th day of May 2000.



Tom Bokowy, President



Virginia G. Price-Catey, Vice-President

The person to contact with any questions concerning this filing is: Virginia G. Price-Catey, 321 North Second Avenue, Sandpoint, Idaho 83864, (208) 263-6105.