



ORIGINAL 040463-TX
3934 Eden Roc Circle East, Tampa, Florida 33634
Telephone: 813-901-8674 Facsimile: 530-579-8131
<http://www.clecstrategies.com>

VIA Federal Express

Date: May, 12, 2004

DEPOSIT DATE
466 MAY 18 2004

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Florida Public Service Commission
Division of Communications
Certificate of Compliance Section
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0866

Re:\ Skyway Communications Holding Corporation, Inc.- Application for Authority

Dear Sir or Madam,

Enclosed is an original and six (6) copies of Skyway Communications Holding Corporation Inc.'s. Application for Authority to provide Local Exchange Service within the State of Florida ("Application"), including the companies proposed Price List and \$250.00 filing fee. This Application is filed in accordance with the Rules of the Florida Public Service Commission, Chapter 25-24, Section 25-24.810, and PSC/CMU 8 (11/95).

An extra copy of this letter is enclosed for date stamping, please return to the address above.

Questions concerning this Application may be addressed to the undersigned.

Sincerely,

Matthew Brown, Director of Regulatory

Original Tariff forwarded to CUP.
RECEIVED & FILED

FPSC-BUREAU OF RECORDS

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DOCUMENT NUMBER-DATE
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FPSC-COMMISSION CLERK

**** FLORIDA PUBLIC SERVICE COMMISSION ****

DIVISION OF REGULATORY OVERSIGHT
CERTIFICATION SECTION

APPLICATION FORM
for
AUTHORITY TO PROVIDE
ALTERNATIVE LOCAL EXCHANGE SERVICE
WITHIN THE STATE OF FLORIDA

APPLICATION

1. This is an application for (check one):

(X) Original certificate (new company).

() Approval of transfer of existing certificate: Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority.

() Approval of assignment of existing certificate: Example, a certificated company purchases an existing company and desires to retain the certificate of authority of that company.

() Approval of transfer of control: Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company: Skyway Communications Holding Corporation, Inc.

3. Name under which the applicant will do business (fictitious name, etc.):

Skyway Communications

4. Official mailing address (including street name & number, post office box, city, state, zip code):

6021 142nd Avenue North
Clearwater, Florida 33760

5. **Florida address (including street name & number, post office box, city, state, zip code):**

6021 142nd Avenue North
Clearwater, Florida 33760

6. **Structure of organization:**

- | | |
|--|---|
| <input type="checkbox"/> Individual | <input checked="" type="checkbox"/> Corporation |
| <input type="checkbox"/> Foreign Corporation | <input type="checkbox"/> Foreign Partnership |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Other | |

7. **If individual, provide:**

Not Applicable

8. **If incorporated in Florida, provide proof of authority to operate in Florida:**

(a) **The Florida Secretary of State corporate registration number:**

P98000104765

9. **If foreign corporation, provide proof of authority to operate in Florida:**
- (a) The Florida Secretary of State corporate registration number:
P98000104765.
10. **If using fictitious name-d/b/a, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida:**
- (a) The Florida Secretary of State fictitious name registration number:
Not Applicable
11. **If a limited liability partnership, provide proof of registration to operate in Florida:**
- (a) The Florida Secretary of State registration number:
Not Applicable.
12. **If a partnership, provide name, title and address of all partners and a copy of the partnership agreement.**
- Not Applicable
13. **If a foreign limited partnership, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable.**
- (a) The Florida registration number: Not Applicable
14. **Provide F.E.I. Number(if applicable):** 65-0881662
15. **Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:**
- (a) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. Provide explanation.

No officers, directors or any of the ten largest stockholders of Sky Way Communications Holding Corporation, Inc. have been adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime

(b) an officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

No officers, directors or any of the ten largest stockholders of Sky Way Communications Holding Corporation, Inc. have been affiliated with any other Florida certified phone company.

16. Who will serve as liaison to the Commission with regard to the following?

(a) The application:

Name: Matthew A. Brown

Title: Director of Regulatory

Address: 3934 Eden Roc Circle East

City/State/Zip: Tampa, Florida 33634

Telephone No.: 813-901-8674 Fax No.: 530-579-8131

Internet E-Mail Address: brown@jacod.com

Internet Website Address: www.clecstrategies.com

(b) Official point of contact for the ongoing operations of the company:

Name: Joy Kovar
Title: VP Corporate Services

Address: 6021 142nd Avenue North
City/State/Zip: Clearwater, Florida 33760

Telephone No.: 727-535-8211 Fax No.: 727-535-1930

Internet E-Mail Address: jkovar@swyc.us

Internet Website Address: www.skywayaircraftsecurity.com

(c) Complaints/Inquiries from customers:

Name: Joy Kovar
Title: VP Corporate Services

Address: 6021 142nd Avenue North
City/State/Zip: Clearwater, Florida 33760

Telephone No.: 727-535-8211 Fax No.: 727-535-1930

Internet E-Mail Address: jkovar@swyc.us

Internet Website Address: www.skywayaircraftsecurity.com

17. List the states in which the applicant:

(a) has operated as an alternative local exchange company.

Skyway Communications Holding Corporation, Inc. has never operated in any State as a Local Exchange Company.

(b) has applications pending to be certificated as an alternative local exchange company.

Skyway Communications Holding Corporation, Inc. has no other applications pending as an Alternative Local Exchange Company.

- (c) is certificated to operate as an alternative local exchange company.

Skyway Communications Holding Corporation, Inc. is not certified in any State as a Local Exchange Company.

- (d) has been denied authority to operate as an alternative local exchange company and the circumstances involved.

Skyway Communications Holding Corporation, Inc. has not been denied authority to operate in any other state as an Alternative Local Exchange Company.

- (e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

Skyway Communications Holding Corporation, Inc. has not had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

- (f) has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.

Skyway Communications Holding Corporation, Inc. has not been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.

APPLICANT ACKNOWLEDGMENT STATEMENT

- 1. REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
- 2. GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.
- 3. SALES TAX:** I understand that a seven percent sales tax must be paid on intra and interstate revenues.
- 4. APPLICATION FEE:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL:

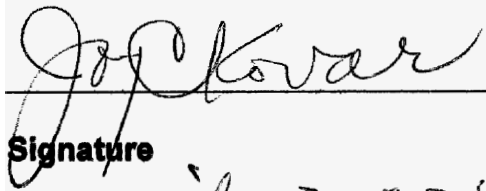
Joy Kovar

Print Name

VP Corporate Services

Title

727-535-8211
Telephone No.


Signature
April 23, 2004

Date

727-535-1930
Fax No.

Address: 6021 142nd Avenue North, Clearwater, Florida 33760

AFFIDAVIT

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange company service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083."

UTILITY OFFICIAL:


Joy Kovar

Print Name

VP Corporate Services

Title

727-535-8211
Telephone No.


Signature

April 23, 2004
Date

727-535-1930
Fax No.

Address: 6021 142nd Avenue North, Clearwater, Florida 33760

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF FLORIDA

In the Matter of the Application)
of Skyway Communications Holding Corporation, Inc.)
for Original Authority to Provide) Docket No.
Alternative Local Exchange)
Services Within the State of Florida)

LIST OF EXHIBITS

- EXHIBIT A ARTICLES OF Organization
- EXHIBIT B PRICE LIST
- EXHIBIT C FINANCIAL INFORMATION (Filed Under Seal)
- EXHIBIT D MANAGEMENT EXPERIENCE

EXHIBIT A

**ARTICLES OF INCORPORATION
CERTIFICATE OF FOREIGN AUTHORITY
(Attached)**

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of SKYWAY COMMUNICATIONS HOLDING CORP., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is P98000104765.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-seventh day of April, 2004



CR2EO22 (2-03)

Glenda E. Hood
Glenda E. Hood
Secretary of State

H98000023505

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
MasterTel Communications Corp.

Article II. Address

The mailing address of the Corporation is:
MasterTel Communications Corp.
701 Brickell Ave Suite 3120
Miami FL 33131

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Jamee Freeman

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Article V. Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, par value \$.0001 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on December 16, 1998.

The undersigned incorporator executed these Articles of Incorporation on December 17, 1998.



CORPORATE CREATIONS INTERNATIONAL INC.
Greg K. Kuroda Vice President

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective December 2, 1999 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: i - TeleCo.com, Inc.
Old Name: MasterTel Communications Corp.

Article II. Address

The mailing address of the Corporation is:
i - TeleCo.com, Inc.
701 Brickell Ave Suite 3120
Miami FL 33131

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article III. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Jamee Kalimi

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article IV. Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, par value \$.0001 per share.

Article V. Registered Agent


The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VI. Corporate Existence

The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

MasterTel Communications Corp.
i - TeleCo.com, Inc.

By: 
by T.A. Hardy as attorney-in-fact

Name: Jamee Kalimi

Title: President

Date: December 2, 1999

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

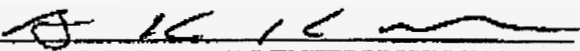
CORPORATION:

MasterTel Communications Corp.

REGISTERED AGENT/OFFICE:

Corporate Creations Enterprises Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CORPORATE CREATIONS ENTERPRISES INC.
Greg K. Kuroda, Vice President

Date: December 17, 1998.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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DIVISION OF CORPORATIONS
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

MASTERTEL COMMUNICATIONS CORP.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE V CAPITAL STOCK - IS TO BE CHANGED AS FOLLOWS: _____
ARTICLE V: THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS
AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS
50,000,000 SHARES OF COMMON STOCK WITH \$.0001 PAR VALUE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

NOT APPLICABLE

THIRD: The date of each amendment's adoption: SEPTEMBER 1, 1999

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 3rd day of September, 1999

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Jamee Freenan
Typed or printed name

Director
Title

H99000030650

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

i - TeleCo.com, Inc.

REGISTERED AGENT/OFFICE:

Corporate Creations Enterprises Inc.
941 Fourth Street #200
Miami Beach FL 33139

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


CORPORATE CREATIONS ENTERPRISES INC.
Todd A. Hardy, Vice President

Date: December 2, 1999

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

H99000030650

PAGE 04

MIAMI BEACH OFFICE

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ARTICLES OF AMENDMENT

Article I. Name

The name of this Florida corporation is:
I - Teleco.com, Inc.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended as follows:
Article V. is deleted in its entirety and replaced with the following:

Article V. Capital Stock

The Corporation shall have the authority to issue 50,000,000 shares of common stock, \$0.0001 par value per share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on
March 26, 2001.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

I - Teleco.com, Inc.

By: Jamée Kalimi

Name: Jamée Kalimi

Title: Assistant Secretary

Date: 4/4/01

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

H01000030567

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF I-TELECO.COM, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation, I-Teleco.com, Inc. adopts the following Articles of Amendment to its Articles of Incorporation.

Article I. Amendment

The Articles of Incorporation of the Corporation are amended as follows:

Amendment I - Capital Stock

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any time shall be two billion five hundred million (2,500,000,000) shares of Common Stock at a par value of \$.0001 per share upon which there are no preemptive rights. The Common Stock shall be paid for at such time as the Board of Directors may designate, in cash, real property, personal property, services, patents, leases, or any other valuable thing or right for the uses and purposes of the corporation, and shares of capital, which issued in exchange thereof shall thereupon and thereby become and be paid in full, the same as though paid in cash at par, and shall be non assessable forever, the judgment of the Board of Directors as to the value of the property, right or thing acquired in exchange for capital stock shall be conclusive.

In addition, the Corporation shall have the authority to issue ten million (10,000,000) shares of Preferred Stock at a par value of \$.0001 per share. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares of any series of Preferred Stock and to determine the designation of any such series. The Board of Directors is also authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock and, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series.

Article II. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on June 28, 2002.

Article III. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned executed this document on the date shown below.

By

Name: Jamee Kalini

Title: President and Director

Date: 8/6/02

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
I-TELECO.COM, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation, I-Teleco.com, Inc. adopts the following Articles of Amendment to its Articles of Incorporation.

Article I. Amendment

The Articles of Incorporation of the Corporation are amended as follows:

Amendment I - Name Change

The name of the Corporation is SkyWay Communications Holding Corp.

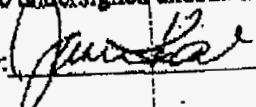
Article II. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on April 10, 2003.

Article III. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

By: 

Name: Jamee Kalimi
Title: President/Director

Date: April 11, 2003

627349_7_08/18/00

UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS OF
I-TELECO.COM, INC.

The undersigned, being the sole member of the Board of Directors of I-Teleco.com, Inc., a Florida corporation (the "Corporation"), hereby consents to the adoption of the following resolutions without a Meeting of the Board of Directors of the Corporation pursuant to Section 607.0821 of the Business Corporation Act of the State of Florida:

WHEREAS, the Board of Directors of the Corporation considers it advisable and in the best interest of the Corporation to amend (the "Amendment") its Articles of Incorporation in the form attached hereto to change its name to SkyWay Communications Holding Corp.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves in all respects the form, terms and provisions of the Amendment to the Articles of Incorporation and hereby recommends that the stockholders of the Corporation approve the Amendment; and that if and when the stockholders have approved the Amendment in accordance with the Florida Business Corporation Act, the proper officers be, and each of them hereby is, authorized to execute, deliver and file in the name and on behalf of the Corporation, the Amendment, substantially in the form attached hereto, together with such amendments and changes thereto as such officers or any one of them in his sole discretion, shall approve, his signature thereon to be conclusive evidence of such approval; and further it is

RESOLVED, that following approval of the stockholders, the proper officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, to take all further action and to execute, deliver, certify and file such other instruments and documents, in the name and on behalf of the Corporation, under its corporate seal or otherwise, and to pay all such fees and expenses as such officers shall approve as necessary to carry out the intent and accomplish the purpose of the foregoing resolutions, and taking of such actions and the execution, delivery, certification and filing of such documents to be conclusive evidence of such approval.

IN WITNESS WHEREOF, the undersigned have executed this consent, which may be executed in one or more counterparts, which when taken together shall constitute one and the same consent effective as of the 10th day of April, 2003.

DIRECTOR:



Jamee Kalini

627349_7, 08/16/00

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
SKYWAY COMMUNICATIONS HOLDING CORP.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Article IV of the Articles of Incorporation of the Corporation entitled Capital Stock is amended as follows:

Article IV-Capital Stock

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any time shall be two billion five hundred million (2,500,000,000) shares of Common Stock at a par value of \$.0001 per share upon which there are no preemptive rights. The Common Stock shall be paid for at such time as the Board of Directors may designate, in cash, real property, personal property, services, patents, leases, or any other valuable thing or right for the uses and purposes of the corporation, and shares of capital, which issued in exchange thereof shall thereupon and thereby become and be paid in full, the same as though paid in cash at par, and shall be non assessable forever, the judgment of the Board of Directors as to the value of the property, right or thing acquired in exchange for capital stock shall be conclusive.

In addition, the Corporation shall have the authority to issue ten million (10,000,000) shares of Preferred Stock at a par value of \$.0001 per share. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares of any series of Preferred Stock and to determine the designation of any such series. The Board of Directors is also authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock and, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares of any such series outstanding) the number of shares of any such series subsequent to the issue of shares of that series.

The Corporation hereby establishes and designates a class of 1,180,000 shares of its preferred stock, at a par value of \$.0001 per share as Series A Convertible Preferred Stock. The rights, preferences, privileges, and limitations of the Series A Preferred Stock are set forth in Exhibit A attached hereto.

The Corporation hereby establishes and designates a class of 1,000,000 shares of its preferred stock, at a par value of \$.0001 per share as Series B Convertible Preferred Stock. The rights, preferences, privileges, and limitations of the Series B Preferred Stock are set forth in Exhibit B attached hereto.

SECOND: The Amendment was adopted on June 2, 2003.

THIRD: The Amendment was duly adopted by the Board of Directors of the Corporation. No shareholder approval was required to adopt this Amendment and to take this action.

The undersigned executed this document on the 18th day of June, 2003.

CORPORATION

SkyWay Communications Holding Corp.

By: _____

Its: President and Sole Director

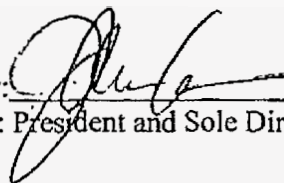
A handwritten signature in black ink, appearing to be "J. L. ...", is written over a horizontal line. The signature is stylized and cursive.

EXHIBIT A

CERTIFICATE OF DESIGNATION OF SERIES A CONVERTIBLE PREFERRED STOCK

1. **Definitions.** For purposes of this certificate of designation (“Certificate of Designation”) of the Series A Convertible Preferred Stock (“Series A Preferred Stock”), par value \$.0001 per share, the following definitions shall apply and shall be equally applicable to both the singular and plural forms of the defined terms:

1.1. “**Affiliate**” of any Person shall mean any Person who directly or indirectly controls, is controlled by, or is under common control with, the indicated Person. For the purposes of this definition, “control” has the meaning specified as of the date hereof for that word in Rule 405 promulgated by the United States Securities and Exchange Commission under the Securities Act of 1933, as amended.

1.2. “**Board**” shall mean the Board of Directors of the Corporation.

1.3. “**Conversion Rights**” shall have the meaning set forth in Section 5 below

1.4. “**Conversion Stock**” shall mean the Common Stock into which the Series A Preferred Stock is convertible and the Common Stock issued upon such conversion.

1.5. “**Corporation**” shall mean SkyWay Communications Holding Corp., a Florida corporation.

1.6. “**Liquidation Price**” shall mean the sum of (i) the Stated Value per share of Series A Preferred Stock plus (ii) plus one percent (1%) per annum thereon from the date of issuance of share of Series A Preferred Stock through and including the date of full payment of the Liquidation Price shall be tendered to the holders of Series A Preferred Stock, plus (iii) unpaid dividends thereon, if declared and unpaid, up to and including the date full payment shall be tendered to the holders of Series A Preferred Stock.

1.7. “**Person**” shall include all natural persons, corporations, business trusts, associations, limited liability companies, partnerships, joint ventures and other entities, governments, agencies and political subdivisions.

1.8. “**Qualified Public Offering**” shall mean the first public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offering and sale of Common Stock for the account of the Corporation in which the aggregate gross proceeds received by the Corporation equals or exceeds \$35 million before deduction of underwriters’ commissions and expenses and the public offering price equals or exceeds \$5.00 per share of Common Stock (subject to appropriate adjustment to reflect stock splits, stock dividends, reorganizations, and all other capitalization changes contemplated in Sections 5.6).

1.9. “**Redemption Date**” shall have the meaning set forth in Section 4.3 below.

1.10. “**Redemption Notice**” shall have the meaning set forth in Section 4.3 below.

1.11. "Redemption Price" shall have the meaning set forth in Section 4.2 below.

1.12. "Series A Conversion Rate" shall have the meaning set forth in Section 5.1 below.

1.13. "Stated Value" shall mean \$15,000,000, subject to appropriate adjustment to reflect stock splits, stock dividends, stock combinations, recapitalizations, and like occurrences and dividends and other distributions on such stock payable in shares of Series A Preferred Stock or Common Stock).

2. Voting Rights.

2.1. General. In addition to the other rights provided in this Resolution, by agreement or by law, the holders of the Series A Preferred Stock and the holders of the Common Stock shall vote together as a single class on all actions to be taken by the shareholders of the Corporation. At all meetings of the shareholders of the Corporation and in the case of any actions of shareholders in lieu of a meeting, each holder of the Series A Preferred Stock shall have that number of votes on all matters submitted to the shareholders that is equal to the number of shares of Common Stock (rounded to the nearest whole number) into which such holder's shares of Series A Preferred Stock are then convertible, as provided in Section 5, at the record date for the determination of the shareholders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken or any written consent of such shareholders is effected.

2.2. Election of Directors.

A. Allocation of Board Seats; Elections.

(i) So long as at least 800,000 shares of Series A Preferred Stock are outstanding (appropriately adjusted to reflect stock splits, stock dividends, reorganizations and capitalization changes), the Corporation shall not, without the affirmative vote of the holders of at least sixty-six percent (66%) of the then outstanding shares of Series A Preferred Stock, increase the maximum number of directors constituting the Board to a number other than seven (7) or otherwise alter the Board seat allocation set forth below in this Section 2.2.

B. Quorums. At any meeting held for the purpose of electing directors, the presence in person or by proxy of the holders of a majority of the aggregate number of shares of the Series A Preferred Stock then outstanding (on an as-if-converted to Common Stock basis) and the Common Stock then outstanding shall constitute a quorum for the election of the Directors.

C. Vacancies. A vacancy in any directorship elected by the holders of the Series A Preferred Stock and Common Stock voting together as a single class shall be filled only by the holders of the Series A Preferred Stock and Common Stock voting together as a single class.

2.3. Additional Class Votes by the Series A Preferred Stock. For so long as at least 800,000 shares of Series A Preferred Stock remain outstanding (appropriately adjusted to reflect stock splits, stock dividends, reorganizations and capitalization changes), the Corporation shall not, without the affirmative vote of holders of at least sixty-six percent (66%) of the then outstanding shares of Series A Preferred Stock (voting as a separate class), do any of the following:

A. take any action that constitutes or results in amendment or waiver of any provision of the Corporation's Articles of Incorporation or Bylaws if such amendment or waiver in any way affects, alters or changes any existing rights, preferences, privileges or provisions relating to the Series A Preferred Stock or the holders thereof, or results in any increase or decrease in the authorized number of shares of Series A Preferred Stock; or

B. increase or decrease the authorized number of shares of Series A Preferred Stock; or

C. authorize, issue or otherwise create (by reclassification or otherwise) any new class of capital stock of the Corporation having priority over the Series A Preferred Stock or ranking in parity with the Series A Preferred Stock (including any additional shares of Series A Preferred Stock) as to dividends or the payment or distribution of assets upon the liquidation or dissolution, voluntary or involuntary, of the Corporation; or

D. authorize or declare a payment of a dividend or distribution on any class of capital stock (other than the Series A Preferred Stock); or

E. sell, lease, license (on an exclusive basis) or otherwise dispose of all or substantially all of the assets of the Corporation or of any subsidiary of the Corporation, nor shall the Corporation or any subsidiary of the Corporation consolidate or merge with any other corporation or entity, or permit any other corporation or entity to consolidate or merge into the Corporation or any subsidiary of the Corporation, or enter into a plan of exchange with any other corporation or entity, or otherwise acquire any other corporation or entity, or otherwise take any action constituting or resulting in a liquidation, dissolution or winding up of the Corporation.

3. Liquidation Rights.

3.1. Preference of Series A Preferred Stock. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Series A Preferred Stock then outstanding shall be entitled to receive out of the assets of the Corporation available for distribution to its shareholders, whether such assets are capital, surplus, or earnings, before any payment, declaration, or setting apart for payment of any amount shall be made in respect of the Common Stock, an amount equal to the Liquidation Price per share of the Series A Preferred Stock with respect to such liquidation, dissolution or winding up. If, upon any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, the assets to be distributed to the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such shareholders of the full Liquidation Price, then all of the assets of the Corporation shall be distributed solely and ratably to the holders of the Series A Preferred Stock.

3.2. Remaining Assets. If the assets of the Corporation available for distribution to the Corporation's shareholders exceed the aggregate amount payable to the holders of the Series A Preferred Stock pursuant to Section 3.1 hereof, then after the payments required by Section 3.1 shall have been made the Corporation's remaining assets shall be distributed pro rata, on a per share basis, among the holders of the Common Stock.

3.3. Reorganization; Sale of Assets. The following transactions shall each be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of the provisions of this Section 3 (unless waived by the affirmative vote of holders of at least sixty-six percent (66%)

of the then outstanding shares of the Series A Preferred Stock (voting together as a single class outstanding)), and all of the provisions of this Section 3 shall apply to any such transaction(s): (i) the merger, acquisition, or consolidation of the Corporation into or with any other entity or entities in which the Corporation is not the surviving entity or which results in the exchange of outstanding shares of capital stock of the Corporation for securities or other consideration issued or paid or caused to be issued or paid by any such entity or Affiliate thereof pursuant to which the shareholders of the Corporation immediately prior to the transaction do not own a majority of the outstanding shares of capital stock of the surviving corporation immediately after the transaction, (ii) the effectuation by the Corporation of a transaction or series of related transactions in which 50% or more of the voting power of the Corporation is disposed of, and (iii) any sale, lease, license (on an exclusive basis) or transfer by the Corporation of all or substantially all its assets. In connection therewith, the consideration to be received by shareholders of the Corporation shall be apportioned as though first received by the Corporation and then distributed in liquidation thereof.

3.4. Notice. Written notice of such liquidation, dissolution or winding up, stating a payment date and the place where said payments shall be made, shall be given by mail, postage prepaid, or by telephone facsimile to non-U.S. residents, not less than twenty (20) days prior to the payment date stated therein, to the holders of record of Series A Preferred Stock, such notice to be addressed to each such holder at its address as shown by the records of the Corporation.

3.5. Determination of Consideration. To the extent any distribution pursuant to Section 3.1 or Section 3.2 consists of property other than cash, the value thereof shall, for purposes of Section 3.1 or Section 3.2, be the fair value at the time of such distributions as determined in good faith by the Board.

3.6. Conversion Prior to Liquidating Distributions. Any holder of Series A Preferred Stock may, at its option, convert all or a portion of its shares into Common Stock upon a liquidation, dissolution or winding up of the Corporation and thereby receive distributions with the holders of the Common Stock in lieu of receiving distributions as a holder of the Series A Preferred Stock.

4. Redemption Rights.

4.1. Scheduled Redemptions. Unless all of the Series A Preferred Stock has been converted to Common Stock pursuant to Section 5, the Corporation may, but is not obligated to, redeem all shares of then outstanding Series A Preferred Stock within the one year anniversary of the issuance date. Any holder of shares of Series A Preferred Stock may, in its sole discretion, (a) accept or reject any redemption offer, provided however, in the event that the holder of a Series A Preferred Stock rejects the redemption offer, such holder must convert their Series A Preferred Stock into Common Stock at the Conversion Rate set forth below.

4.2. Price. The redemption price (the “**Redemption Price**”) of the Series A Preferred Stock shall be an amount per share equal to the Stated Value per share, plus one percent (5%).

4.3. Redemption Notice. If the Corporation elects to redeem the shares of Series A Preferred Stock, then the Corporation shall, not less than fifteen (15) days or more than sixty (60) days prior to the date fixed for redemption (“**Redemption Date**”), mail written notice (“**Redemption Notice**”), postage prepaid, to each holder of shares of record of Series A Preferred

Stock to be redeemed, at such holder's post office address last shown on the records of the Corporation. The Redemption Notice shall:

- A. state the total number of shares of Series A Preferred Stock which the Corporation is offering to redeem;
- B. state the number of shares of Series A Preferred Stock held by the holder which the Corporation is offering to redeem;
- C. confirm the Redemption Date and Redemption Price; and
- D. state the time, place and manner in which the holder may elect to surrender to the Corporation the certificate or certificates representing the shares of Series A Preferred Stock to be redeemed.

4.4. Surrender of Stock. On or before the Redemption Date, each holder of Series A Preferred Stock electing to be redeemed shall surrender the certificate or certificates representing such shares to the Corporation, in the manner and at the place designated in the Redemption Notice, and thereupon the Redemption Price for such shares shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof, and each surrendered certificate shall be canceled and retired.

4.5. Termination of Rights. If the Redemption Notice is duly given, and if, on or prior to the Redemption Date, a holder of the Series A Preferred Stock elects to have her, his or its shares redeemed and the Redemption Price is either paid or made available for payment, then notwithstanding that the certificates evidencing any of the shares of Series A Preferred Stock so called for redemption have not been surrendered, all rights with respect to such shares shall forthwith after the Redemption Date cease except only (i) the right of the holders to receive the Redemption Price without interest upon surrender of their certificates therefor, or (ii) the right to receive Common Stock upon exercise of the conversion rights as provided in Section 5 hereof on or prior to the Redemption Date.

4.6. No Redemption. The shares of Series A Preferred Stock shall not be redeemable under any circumstances whatsoever, except as provided in this Section 4 or to the extent otherwise agreed to in writing by the Corporation and the holders of any such shares.

4.7. Adjustment for Certain Dividends and Distributions. If the Corporation, at any time or from time to time, makes or issues or fixes a record date for the determination of holders of shares of the Series A Preferred Stock entitled to receive a dividend or other distribution payable in additional shares of such Series A Preferred Stock, then and in each such event the Redemption Price for the Series A Preferred Stock then in effect shall be decreased as of the time of such issuances or, in the event such record date is fixed, as of the close of business on such record date, by multiplying the Redemption Price for the Series A Preferred Stock then in effect by a fraction (a) the numerator of which is the total number of shares of Series A Preferred Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and (b) the denominator of which shall be the total number of shares of the Series A Preferred Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Series A Preferred Stock issuable in payment of such dividend or distribution; provided, however, that if such record date is fixed and such dividend

is not fully paid or if such distribution is not fully made on the date fixed therefor, the Redemption Price for the Series A Preferred Stock shall be recomputed accordingly as of the close of business on such record date and thereafter the Redemption Price for the Series A Preferred Stock shall be adjusted pursuant to this Section 4.7 as of the time of actual payment of such dividends or distributions.

5. **Conversion.** The holders of the Series A Preferred Stock shall have the following conversion rights (the “**Conversion Rights**”):

5.1. **Optional Conversion of the Series A Preferred Stock.** Each share of the Series A Preferred Stock shall be convertible, without the payment of any additional consideration by the holder thereof and at the option of the holder thereof, at any time after the first issuance of shares of Series A Preferred Stock by the Corporation and from time to time, at the office of the Corporation or any transfer agent for the Common Stock, into 100 fully paid and nonassessable shares of Common Stock (the “**Series A Conversion Rate**”). Such initial Series A Conversion Rate shall be subject to adjustment, in order to adjust the number of shares of Common Stock into which the Series A Preferred Stock is convertible, as hereinafter provided.

5.2. **Automatic Conversion of the Series A Preferred Stock.** If at any time (a) the Corporation shall complete a Qualified Public Offering, (b) during any period of thirty (30) consecutive trading days, the average closing price per share of the Common Stock, as reported on a national securities exchange, the NASDAQ NMS or Small Cap Market, or the OTC Bulletin Board, equals or exceeds \$5.00 (subject to appropriate adjustment to reflect stock splits, stock dividends, reorganizations and other capitalization changes, and all other events contemplated in Sections 5.6), or (c) the holders of at least sixty-six percent (66%) of the outstanding shares of Series A Preferred Stock, shall vote at a meeting or consent in writing to the conversion of the Series A Preferred Stock into shares of Common Stock, then effective upon (x) the closing of the sale of such shares by the Corporation pursuant to such Qualified Public Offering, (y) the expiration of such thirty (30) consecutive trading days, or (z) such vote or written consent of the holders of at least sixty-six percent (66%) of the outstanding shares of Series A Preferred Stock, as the case may be, all outstanding shares of Series A Preferred Stock shall automatically convert into shares of Common Stock as provided for in Section 5.1.

5.3. **Fractional Shares.** No fractional shares of Common Stock shall be issued upon conversion of the Series A Preferred Stock, and the number of shares of Common Stock to be issued shall be determined by rounding to the nearest whole share (a half share being treated as a full share for this purpose). Such conversion shall be determined on the basis of the total number of shares of Series A Preferred Stock the holder is at the time converting into Common Stock and such rounding shall apply to the number of shares of Common Stock issuable upon such aggregate conversion.

5.4. **Mechanics of Optional Conversion.** Before any holder of Series A Preferred Stock shall be entitled to convert the same into full shares of Common Stock, such holder shall surrender the certificate or certificates therefor, endorsed or accompanied by written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or by such holder’s attorney duly authorized in writing, at the office of the Corporation or of any transfer agent for the Common Stock, and shall give at least five (5) days’ prior written notice to the Corporation at such office that such holder elects to convert the same or such portion thereof as

such holder elects to convert and shall state therein such holder's name or the name of the nominees in which such holder wishes the certificate or certificates for shares of Common Stock to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver to such holder of Series A Preferred Stock, or to such holder's nominee or nominees, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date. From and after such date, all rights of the holder with respect to the Series A Preferred Stock so converted shall terminate, except only the right of such holder, upon the surrender of his, her or its certificate or certificates therefor, to receive certificates for the number of shares of Common Stock issuable upon conversion thereof. Upon conversion of only a portion of the number of shares covered by a certificate representing shares of Series A Preferred Stock surrendered for conversion, the Corporation shall issue and deliver to the holder of the certificate so surrendered for conversion, at the expense of the Corporation, a new certificate covering the number of shares of the Series A Preferred Stock representing the unconverted portion of the certificate so surrendered, which new certificate shall entitle the record holder thereof to all rights in respect of the shares of Series A Preferred Stock represented thereby to the same extent as if the portion of the certificate theretofore covering such unconverted shares had not been surrendered for conversion.

5.5. Mechanics of Automatic Conversion. The Corporation shall use reasonable efforts to provide all holders of record of shares of Series A Preferred Stock with at least twenty (20) days' prior written notice of the anticipated date of any automatic conversion referenced in Section 5.2 and at least five (5) days' prior written notice of the actual date of such conversion. Each such notice shall designate a place for automatic conversion of all of the shares of such Series A Preferred Stock. Such notices will be sent by mail, first class, postage prepaid to each record holder of Series A Preferred Stock at such holder's address appearing on the Corporation's stock register, or by overnight courier service in the case of the notice prior to the actual date of conversion. On or before the date fixed for conversion, each holder of shares of Series A Preferred Stock shall surrender such holder's certificate or certificates for all such shares to the Corporation at the place designated in such notice, and shall thereafter receive certificates for the number of shares of Common Stock or other securities to which such holder is entitled. Failure to provide such notice shall not affect the validity of automatic conversion hereunder. On the date fixed for conversion, all rights with respect to the Series A Preferred Stock will terminate, except only (i) any rights to receive declared but unpaid dividends with a record date preceding the date of conversion, and (ii) the rights of the holders thereof, upon surrender of their certificate or certificates therefor, to receive certificates for the number of shares of Common Stock or other securities into which such Series A Preferred Stock has been converted. If so required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or by her, his or its attorney duly authorized in writing. All certificates evidencing shares of Series A Preferred Stock which are required to be surrendered for conversion in accordance with the provisions hereof shall, from and after the date such certificates are so required to be surrendered, be deemed to have been retired and canceled and the shares of Series A Preferred Stock represented thereby converted into Common Stock for all purposes, notwithstanding the failure of the holder or holders thereof to surrender such certificates on or prior to such date. As soon as practicable after the date of such automatic conversion and the surrender of the certificate or certificates for Series A Preferred Stock

as aforesaid, the Corporation shall cause to be issued and delivered to such holder, or to her, his or its written order, a certificate or certificates for the number of full shares of Common Stock or other securities issuable on such conversion in accordance with the provisions hereof.

5.6. Certain Adjustments to Conversion Rate for Stock Splits, Dividends, Mergers, Reorganizations, Etc.

A. Adjustment for Stock Splits, Stock Dividends and Combinations of Common Stock. In the event the outstanding shares of Common Stock shall, after the filing of this Resolution, be subdivided (split), or combined (reverse split), by reclassification or otherwise, or in the event of any dividend or other distribution payable on the Common Stock in shares of Common Stock, the Series A Conversion Rate in effect immediately prior to such subdivision, combination, dividend or other distribution shall be adjusted so that the registered holder of any share of Series A Preferred Stock thereafter surrendered for conversion shall be entitled to receive the number and kind of shares of Common Stock and other securities which such holder would have owned or have been entitled to receive after the happening of any of the events described above had such share been converted immediately prior to the happening of such event. An adjustment made pursuant to this subparagraph (A) shall become effective immediately after the record date in the case of a dividend or other distribution and shall become effective immediately after the effective date in the case of a subdivision or combination.

B. Adjustment for Merger or Reorganization, Etc. In the event of a reclassification, reorganization or exchange (other than described in Section 5.6(A) above) or any merger, acquisition, consolidation or reorganization of the Corporation with another Corporation (other than a merger, acquisition or other consolidation or reorganization as defined in Section 3.3, which shall be considered a liquidation pursuant to Section 3 above), each share of Series A Preferred Stock shall thereafter be convertible into the kind and number of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of the Series A Preferred Stock would have been entitled upon such reclassification, reorganization, exchange, consolidation, merger or conveyance had the conversion occurred immediately prior to the event; and, in any such case, appropriate adjustment (as determined in good faith by the Board) shall be made in the application of the provisions herein set forth with respect to the rights and interests thereafter of the holders of the Series A Preferred Stock, to the end that the provisions set forth herein (including provisions with respect to changes in and other adjustments of the applicable Series A Conversion Rate) shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other property thereafter deliverable upon the conversion of the Series A Preferred Stock.

C. Adjustments for Other Dividends and Distributions. In the event the Corporation, upon approval of the holders of at least sixty-six percent (66%) of the then outstanding shares of Series A Preferred Stock (as provided by Section 2.3(D)), at any time or from time to time after the filing of this Resolution, makes, or fixes a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in securities of the Corporation other than shares of Common Stock, evidences of indebtedness, assets (including cash), or rights, options, warrants or Convertible Securities, then and in each such event (unless the holders of Series A Preferred Stock receive a comparable dividend or distribution under Section 6), provision shall be made so that the holders of Series A Preferred Stock shall receive upon conversion thereof, in addition to the number of shares of Common Stock receivable thereupon, the

kind and amount of securities, evidences of indebtedness, assets (including cash), or rights, options, warrants or Convertible Securities of the Corporation which they would have received had their Series A Preferred Stock been converted into Common Stock immediately prior to the date of such event and had they thereafter, during the period from the date of such event to and including the conversion date, retained such securities, evidences of indebtedness, assets (including cash), or rights, options, warrants or Convertible Securities receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this Section 5.6 with respect to the rights or the holders of the Series A Preferred Stock. Any adjustment contemplated by this paragraph (C) shall become effective immediately after the record date for the determination of shareholders entitled to receive such dividend or other distribution.

5.7. Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, any capital reorganization of the Corporation, any reclassification or recapitalization of the Corporation's capital stock, any consolidation or merger with or into another Corporation, any transfer of all or substantially all of the assets of the Corporation or any dissolution, liquidation or winding up of the Corporation, the Corporation shall mail to each holder of Series A Preferred Stock at least ten (10) days prior to the date specified for the taking of a record, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution.

5.8. Additional Notices. In the event the Corporation shall propose to take any action of the types described in Sections 5.6 the Corporation shall give notice to each holder of shares of Series A Preferred Stock, which notice shall specify the record date, if any, with respect to such action and the date on which such action is to take place. Such notice shall also set forth such facts with respect thereto as shall be reasonably necessary to indicate the effect of such action (to the extent such effect may be at the date of such notice) on the Series A Conversion Rate and the number, kind or class of shares or other securities or property which shall be deliverable or purchasable upon the occurrence of such action or deliverable upon conversion of shares of Series A Preferred Stock. In the case of any action which would require the fixing of a record date, such notice shall be given at least ten (10) days prior to the date so fixed, and in case of all other action, such notice shall be given at least ten (10) days prior to the taking of such proposed action.

5.9. Common Stock Reserved. The Corporation shall reserve and keep available out of its authorized but unissued Common Stock such number of shares of Common Stock as shall from time to time be sufficient to effect (a) conversion of the Series A Preferred Stock and (b) issuance of Common Stock pursuant to any outstanding option, warrant, or other rights to acquire Common Stock.

5.10. Payment of Taxes. The Corporation will pay all taxes (other than taxes based upon income) and other governmental charges that may be imposed with respect to the issue or delivery of shares of Common Stock upon conversion of shares of Series A Preferred Stock, other than any tax or other charge imposed in connection with any transfer involved in the issue and delivery of shares of Common Stock in a name other than that in which the shares of Series A Preferred Stock so converted were registered.

6. Dividends. The Corporation shall not declare, pay, or set apart for payment any dividend or other distribution with respect to any shares of capital stock of the Corporation for any period,

whether before or after the effective date of this Resolution, unless and until (i) declared by the Board and (ii) approved by the holders of the Series A Preferred Stock as set forth in Section 2.3(D). The holders of each share of Series A Preferred Stock shall also be entitled to receive a pro-rata portion, on an as-if converted basis, of any dividends payable on Common Stock. Dividends on shares of capital stock of the Corporation shall be payable, whether payable in cash or other property, only out of funds legally available therefor.

6.1. Non-Cash Dividends. Whenever a dividend provided for in this Section 6 shall be payable in property other than cash, the value of such dividend shall be deemed to be the fair market value of such property as determined in good faith by the Board.

7. No Reissuance of Series A Preferred Stock. No share or shares of Series A Preferred Stock acquired by the Corporation by reason of redemption, purchase, conversion or otherwise shall be reissued.

8. Notices. Unless otherwise specified in the Corporation's Articles of Incorporation or Bylaws, all notices or communications given hereunder shall be in writing and, if to the Corporation, shall be delivered to it as its principal executive offices, and if to any holder of Series A Preferred Stock, shall be delivered to it at its address as it appears on the stock books of the Corporation.

9. No Preemptive Rights. Shareholders shall have no preemptive rights except as granted by the Corporation pursuant to written agreements.

EXHIBIT B

CERTIFICATE OF DESIGNATION OF SERIES B CONVERTIBLE PREFERRED STOCK

1. **Definitions.** For purposes of this certificate of designation (“Certificate of Designation”) of the Series B Convertible Preferred Stock (“Series A Preferred Stock”), par value \$.0001 per share, the following definitions shall apply and shall be equally applicable to both the singular and plural forms of the defined terms:

1.1. **“Affiliate”** of any Person shall mean any Person who directly or indirectly controls, is controlled by, or is under common control with, the indicated Person. For the purposes of this definition, “control” has the meaning specified as of the date hereof for that word in Rule 405 promulgated by the United States Securities and Exchange Commission under the Securities Act of 1933, as amended.

1.2. **“Board”** shall mean the Board of Directors of the Corporation.

1.3. **“Conversion Rights”** shall have the meaning set forth in Section 5 below

1.4. **“Conversion Stock”** shall mean the Common Stock into which the Series B Preferred Stock is convertible and the Common Stock issued upon such conversion.

1.5. **“Corporation”** shall mean SkyWay Communications Holding Corp., a Florida corporation.

1.6. **“Launch”** shall mean each of the following events have occurred: (i) the execution of definitive agreements with three (3) nationally recognized airlines to provide its Products and Services; (ii) to have an operational network capable of providing its Products and Services throughout the United States; and (iii) an operational ground base data center.

1.7. **“Person”** shall include all natural persons, corporations, business trusts, associations, limited liability companies, partnerships, joint ventures and other entities, governments, agencies and political subdivisions.

1.8. **“Product and Services”** shall mean each of the following: (i) a homeland defense security product which provides real time monitoring of (x) airplane systems (mechanical or otherwise), (y) cockpit recordings and other recording traditionally found on the “black box,” and (z) the cabin and cockpit areas via 16 cameras; and (ii) in-flight entertainment product which would provide, amongst others, in flight phone and Wi-Fi service that utilizes the Corporation’s Technology.

1.9. **“Qualified Public Offering”** shall mean the first public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offering and sale of Common Stock for the account of the Corporation in which the aggregate gross proceeds received by the Corporation equals or exceeds \$25 million before deduction of underwriters’ commissions and expenses and the public offering price equals or exceeds \$4.00 per

share of Common Stock (subject to appropriate adjustment to reflect stock splits, stock dividends, reorganizations, and all other capitalization changes contemplated in Sections 5.4).

1.10. “**Redemption Date**” shall have the meaning set forth in Section 4.3 below.

1.11. “**Redemption Notice**” shall have the meaning set forth in Section 4.3 below.

1.12. “**Redemption Price**” shall have the meaning set forth in Section 4.2 below.

1.13. “**Series B Conversion Rate**” shall have the meaning set forth in Section 5.1 below.

1.14. “**Stated Value**” shall mean \$15,000,000, subject to appropriate adjustment to reflect stock splits, stock dividends, stock combinations, recapitalizations, and like occurrences and dividends and other distributions on such stock payable in shares of Series B Preferred Stock or Common Stock).

1.15. “**Technology**” certain voice and data transmission technology known and referred to as High Intensity Transfer Technology, also known as HITTS that is set forth in the specification of United States patent application number 09/592,687, filed June 13, 2000, and entitled “Digital data transmission utilizing vector coordinates within a hyperbola model.”

2. **General.** In addition to the other rights provided in this Resolution, by agreement or by law, the holders of the Series B Preferred Stock, the Series A Preferred Stock, and the holders of the Common Stock shall vote together as a single class on all actions to be taken by the shareholders of the Corporation. At all meetings of the shareholders of the Corporation and in the case of any actions of shareholders in lieu of a meeting, each holder of the Series B Preferred Stock shall have that number of votes on all matters submitted to the shareholders that is equal to the number of shares of Common Stock (rounded to the nearest whole number) into which such holder’s shares of Series B Preferred Stock are then convertible, as provided in Section 5, at the record date for the determination of the shareholders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken or any written consent of such shareholders is effected.

2.1. **Election of Directors.**

A. **Allocation of Board Seats: Elections.**

(i) So long as at least 800,000 shares of Series B Preferred Stock are outstanding (appropriately adjusted to reflect stock splits, stock dividends, reorganizations and capitalization changes), the Corporation shall not, without the affirmative vote of the holders of at least sixty-six percent (66%) of the then outstanding shares of Series B Preferred Stock, increase the maximum number of directors constituting the Board to a number other than seven (7) or otherwise alter the Board seat allocation set forth below in this Section 2.2.

B. **Quorums.** At any meeting held for the purpose of electing directors, the presence in person or by proxy of the holders of a majority of the aggregate number of shares of the Series B Preferred Stock then outstanding (on an as-if-converted to Common Stock basis), the Series A Preferred Stock and the Common Stock then outstanding shall constitute a quorum for the election of the Directors.

C. **Vacancies.** A vacancy in any directorship elected by the holders of the Series B Preferred Stock, Series A Preferred Stock and Common Stock voting together as a single class shall be filled only by the holders of the Series B Preferred Stock, Series A Preferred Stock and Common Stock voting together as a single class.

2.2. **Additional Class Votes by the Series B Preferred Stock.** For so long as at least shares of Series B Preferred Stock remain outstanding (appropriately adjusted to reflect stock splits, stock dividends, reorganizations and capitalization changes), the Corporation shall not, without the affirmative vote of holders of at least sixty-six percent (66%) of the then outstanding shares of Series B Preferred Stock (voting as a separate class), do any of the following:

A. take any action that constitutes or results in amendment or waiver of any provision of the Corporation's Articles of Incorporation or Bylaws if such amendment or waiver in any way affects, alters or changes any existing rights, preferences, privileges or provisions relating to the Series B Preferred Stock or the holders thereof, or results in any increase or decrease in the authorized number of shares of Series B Preferred Stock; or

B. increase or decrease the authorized number of shares of Series B Preferred Stock.

3. **No Liquidation Rights.**

3.1. The holders of the Series B Preferred Stock then outstanding shall not be entitled to receive any assets of the Corporation available for distribution to its shareholders, whether such assets are capital, surplus, or earnings, before any payment, declaration, or setting apart for payment of any amount shall be made in respect of the Common Stock, upon any liquidation, dissolution, or winding up of the Corporation.

3.2. **Reorganization; Sale of Assets.** The following transactions shall each be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of the provisions of this Section 3, and all of the provisions of this Section 3 shall apply to any such transaction(s): (i) the merger, acquisition, or consolidation of the Corporation into or with any other entity or entities in which the Corporation is not the surviving entity or which results in the exchange of outstanding shares of capital stock of the Corporation for securities or other consideration issued or paid or caused to be issued or paid by any such entity or Affiliate thereof pursuant to which the shareholders of the Corporation immediately prior to the transaction do not own a majority of the outstanding shares of capital stock of the surviving corporation immediately after the transaction, (ii) the effectuation by the Corporation of a transaction or series of related transactions in which 50% or more of the voting power of the Corporation is disposed of, and (iii) any sale, lease, license (on an exclusive basis) or transfer by the Corporation of all or substantially all its assets. In connection therewith, the consideration to be received by shareholders of the Corporation shall be apportioned as though first received by the Corporation and then distributed in liquidation thereof.

4. **Redemption Rights.**

4.1. **Scheduled Redemptions.** The Corporation may, but is not obligated to, redeem all shares of then outstanding Series A Preferred Stock within the one year anniversary of the issuance date. Any holder of shares of Series B Preferred Stock may, in its sole discretion, (a) accept or reject any redemption offer, provided however, in the event that the holder of a Series B Preferred

Stock rejects the redemption offer, such holder must convert their Series B Preferred Stock into Common Stock at the Conversion Rate set forth below.

4.2. Price. The redemption price (the "**Redemption Price**") of the Series B Preferred Stock shall be an amount per share equal to the Stated Value per share, plus one percent (5%).

4.3. Redemption Notice. If the Corporation elects to redeem the shares of Series B Preferred Stock, then the Corporation shall, not less than fifteen (15) days or more than sixty (60) days prior to the date fixed for redemption ("**Redemption Date**"), mail written notice ("**Redemption Notice**"), postage prepaid, to each holder of shares of record of Series B Preferred Stock to be redeemed, at such holder's post office address last shown on the records of the Corporation. The Redemption Notice shall:

A. state the total number of shares of Series B Preferred Stock which the Corporation is offering to redeem;

B. state the number of shares of Series B Preferred Stock held by the holder which the Corporation is offering to redeem;

C. confirm the Redemption Date and Redemption Price; and

D. state the time, place and manner in which the holder may elect to surrender to the Corporation the certificate or certificates representing the shares of Series B Preferred Stock to be redeemed.

4.4. Surrender of Stock. On or before the Redemption Date, each holder of Series B Preferred Stock electing to be redeemed shall surrender the certificate or certificates representing such shares to the Corporation, in the manner and at the place designated in the Redemption Notice, and thereupon the Redemption Price for such shares shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof, and each surrendered certificate shall be canceled and retired.

4.5. Termination of Rights. If the Redemption Notice is duly given, and if, on or prior to the Redemption Date, a holder of the Series B Preferred Stock elects to have her, his or its shares redeemed and the Redemption Price is either paid or made available for payment, then notwithstanding that the certificates evidencing any of the shares of Series B Preferred Stock so called for redemption have not been surrendered, all rights with respect to such shares shall forthwith after the Redemption Date cease except only (i) the right of the holders to receive the Redemption Price without interest upon surrender of their certificates therefor, or (ii) the right to receive Common Stock upon exercise of the conversion rights as provided in Section 5 hereof on or prior to the Redemption Date.

4.6. No Redemption. The shares of Series B Preferred Stock shall not be redeemable under any circumstances whatsoever, except as provided in this Section 4 or to the extent otherwise agreed to in writing by the Corporation and the holders of any such shares.

4.7. Adjustment for Certain Dividends and Distributions. If the Corporation, at any time or from time to time, makes or issues or fixes a record date for the determination of holders of shares of the Series B Preferred Stock entitled to receive a dividend or other distribution payable in

additional shares of such Series B Preferred Stock, then and in each such event the Redemption Price for the Series B Preferred Stock then in effect shall be decreased as of the time of such issuances or, in the event such record date is fixed, as of the close of business on such record date, by multiplying the Redemption Price for the Series B Preferred Stock then in effect by a fraction (a) the numerator of which is the total number of shares of Series B Preferred Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and (b) the denominator of which shall be the total number of shares of the Series B Preferred Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Series B Preferred Stock issuable in payment of such dividend or distribution; provided, however, that if such record date is fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Redemption Price for the Series B Preferred Stock shall be recomputed accordingly as of the close of business on such record date and thereafter the Redemption Price for the Series B Preferred Stock shall be adjusted pursuant to this Section 4.7 as of the time of actual payment of such dividends or distributions.

5. **Automatic Conversion.** The holders of the Series B Preferred Stock shall have the following conversion rights (the “Conversion Rights”):

5.1. **Automatic Conversion of the Series B Preferred Stock.** If, from the issuance date to the third year anniversary of the issuance date (the “Conversion Period”), (a) the Corporation shall complete a Qualified Public Offering, (b) during any period of thirty (30) consecutive trading days, the average closing price per share of the Common Stock, as reported on a national securities exchange, the NASDAQ NMS or Small Cap Market, or the OTC Bulletin Board, equals or exceeds \$4.00 (subject to appropriate adjustment to reflect stock splits, stock dividends, reorganizations and other capitalization changes, and all other events contemplated in Sections 5.6), (c) the Corporation shall Launch (as defined herein) its Product and Services (as defined herein) (collectively subsections (a), (b) and (c) are referred to herein as a “Triggering Event”), or (d) the Corporation shall agree to sell (the “Sale”) the Corporation or its assets, or parts thereof, for more than \$75 million, then effective upon and subject to (x) the closing of the sale of such shares by the Corporation pursuant to such Qualified Public Offering, (y) the expiration of such thirty (30) consecutive trading days, (z) the Launch, or (zz) the Sale, as the case may be, each outstanding share of Series B Preferred Stock shall automatically convert into 200 fully paid and nonassessable shares of Common Stock (the “Series B Conversion Rate”). Such initial Series B Conversion Rate shall be subject to adjustment, in order to adjust the number of shares of Common Stock into which the Series B Preferred Stock is convertible, as hereinafter provided. Notwithstanding the foregoing, if upon the expiration of the Conversion Period, the Triggering Event has not occurred, then the Series B Preferred Stock shall be canceled and returned to treasury.

5.2. **Fractional Shares.** No fractional shares of Common Stock shall be issued upon conversion of the Series B Preferred Stock, and the number of shares of Common Stock to be issued shall be determined by rounding to the nearest whole share (a half share being treated as a full share for this purpose). Such conversion shall be determined on the basis of the total number of shares of Series B Preferred Stock the holder is at the time converting into Common Stock and such rounding shall apply to the number of shares of Common Stock issuable upon such aggregate conversion.

5.3. **Mechanics of Automatic Conversion.** The Corporation shall use reasonable efforts to provide all holders of record of shares of Series B Preferred Stock with at least twenty (20) days’

prior written notice of the anticipated date of any automatic conversion referenced in Section 5.1 and at least five (5) days' prior written notice of the actual date of such conversion. Each such notice shall designate a place for automatic conversion of all of the shares of such Series B Preferred Stock. Such notices will be sent by mail, first class, postage prepaid to each record holder of Series B Preferred Stock at such holder's address appearing on the Corporation's stock register, or by overnight courier service in the case of the notice prior to the actual date of conversion. On or before the date fixed for conversion, each holder of shares of Series B Preferred Stock shall surrender such holder's certificate or certificates for all such shares to the Corporation at the place designated in such notice, and shall thereafter receive certificates for the number of shares of Common Stock or other securities to which such holder is entitled. Failure to provide such notice shall not affect the validity of automatic conversion hereunder. On the date fixed for conversion, all rights with respect to the Series B Preferred Stock will terminate, except only (i) the rights of the holders thereof, upon surrender of their certificate or certificates therefor, to receive certificates for the number of shares of Common Stock or other securities into which such Series B Preferred Stock has been converted. If so required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or by her, his or its attorney duly authorized in writing. All certificates evidencing shares of Series B Preferred Stock which are required to be surrendered for conversion in accordance with the provisions hereof shall, from and after the date such certificates are so required to be surrendered, be deemed to have been retired and canceled and the shares of Series B Preferred Stock represented thereby converted into Common Stock for all purposes, notwithstanding the failure of the holder or holders thereof to surrender such certificates on or prior to such date. As soon as practicable after the date of such automatic conversion and the surrender of the certificate or certificates for Series B Preferred Stock as aforesaid, the Corporation shall cause to be issued and delivered to such holder, or to her, his or its written order, a certificate or certificates for the number of full shares of Common Stock or other securities issuable on such conversion in accordance with the provisions hereof.

5.4. Certain Adjustments to Conversion Price for Stock Splits, Dividends, Mergers, Reorganizations, Etc.

A. Adjustment for Stock Splits, Stock Dividends and Combinations of Common Stock. In the event the outstanding shares of Common Stock shall, after the filing of this Resolution, be subdivided (split), or combined (reverse split), by reclassification or otherwise, or in the event of any dividend or other distribution payable on the Common Stock in shares of Common Stock, the Series B Conversion Rate in effect immediately prior to such subdivision, combination, dividend or other distribution shall be adjusted so that the registered holder of any share of Series B Preferred Stock thereafter surrendered for conversion shall be entitled to receive the number and kind of shares of Common Stock and other securities which such holder would have owned or have been entitled to receive after the happening of any of the events described above had such share been converted immediately prior to the happening of such event. An adjustment made pursuant to this subparagraph (A) shall become effective immediately after the record date in the case of a dividend or other distribution and shall become effective immediately after the effective date in the case of a subdivision or combination.

B. Adjustment for Merger or Reorganization, Etc. In the event of a reclassification, reorganization or exchange (other than described in Section 5.4(A) above) or any merger, acquisition, consolidation or reorganization of the Corporation with another Corporation

(other than a merger, acquisition or other consolidation or reorganization as defined in Section 3.2, which shall be considered a liquidation pursuant to Section 3 above), each share of Series B Preferred Stock shall thereafter be convertible into the kind and number of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of the Series B Preferred Stock would have been entitled upon such reclassification, reorganization, exchange, consolidation, merger or conveyance had the conversion occurred immediately prior to the event; and, in any such case, appropriate adjustment (as determined in good faith by the Board) shall be made in the application of the provisions herein set forth with respect to the rights and interests thereafter of the holders of the Series B Preferred Stock, to the end that the provisions set forth herein (including provisions with respect to changes in and other adjustments of the applicable Series B Conversion Rate) shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other property thereafter deliverable upon the conversion of the Series B Preferred Stock.

C.- Adjustments for Other Dividends and Distributions. In the event the Corporation, upon approval of the holders of at least sixty-six percent (66%) of the then outstanding shares of Series B Preferred Stock (as provided by Section 2.3(D)), at any time or from time to time after the filing of this Resolution, makes, or fixes a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in securities of the Corporation other than shares of Common Stock, evidences of indebtedness, assets (including cash), or rights, options, warrants or convertible securities, then and in each such event, provision shall be made so that the holders of Series B Preferred Stock shall receive upon conversion thereof, in addition to the number of shares of Common Stock receivable thereupon, the kind and amount of securities, evidences of indebtedness, assets (including cash), or rights, options, warrants or convertible securities of the Corporation which they would have received had their Series B Preferred Stock been converted into Common Stock immediately prior to the date of such event and had they thereafter, during the period from the date of such event to and including the conversion date, retained such securities, evidences of indebtedness, assets (including cash), or rights, options, warrants or convertible securities receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this Section 5.4 with respect to the rights of the holders of the Series B Preferred Stock. Any adjustment contemplated by this paragraph (C) shall become effective immediately after the record date for the determination of shareholders entitled to receive such dividend or other distribution. Notwithstanding the foregoing, if upon the expiration of the Conversion Period, the Triggering Event has not occurred, then any dividend or distribution to be received pursuant to this Section 5.4 (C), then any such dividend or distribution that would have been given to the Series B Preferred Stock upon conversion shall be returned to the Corporation.

5.5. Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, any capital reorganization of the Corporation, any reclassification or recapitalization of the Corporation's capital stock, any consolidation or merger with or into another Corporation, any transfer of all or substantially all of the assets of the Corporation or any dissolution, liquidation or winding up of the Corporation, the Corporation shall mail to each holder of Series B Preferred Stock at least ten (10) days prior to the date specified for the taking of a record, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution.

5.6. **Additional Notices.** In the event the Corporation shall propose to take any action of the types described in Sections 5.4 the Corporation shall give notice to each holder of shares of Series B Preferred Stock, which notice shall specify the record date, if any, with respect to such action and the date on which such action is to take place. Such notice shall also set forth such facts with respect thereto as shall be reasonably necessary to indicate the effect of such action (to the extent such effect may be at the date of such notice) on the Series B Conversion Price and the number, kind or class of shares or other securities or property which shall be deliverable or purchasable upon the occurrence of such action or deliverable upon conversion of shares of Series B Preferred Stock. In the case of any action which would require the fixing of a record date, such notice shall be given at least ten (10) days prior to the date so fixed, and in case of all other action, such notice shall be given at least ten (10) days prior to the taking of such proposed action.

5.7. **Common Stock Reserved.** The Corporation shall reserve and keep available out of its authorized but unissued Common Stock such number of shares of Common Stock as shall from time to time be sufficient to effect (a) conversion of the Series B Preferred Stock and (b) issuance of Common Stock pursuant to any outstanding option, warrant, or other rights to acquire Common Stock.

5.8. **Payment of Taxes.** The Corporation will pay all taxes (other than taxes based upon income) and other governmental charges that may be imposed with respect to the issue or delivery of shares of Common Stock upon conversion of shares of Series B Preferred Stock, other than any tax or other charge imposed in connection with any transfer involved in the issue and delivery of shares of Common Stock in a name other than that in which the shares of Series B Preferred Stock so converted were registered.

6. **No Reissuance of Series B Preferred Stock.** No share or shares of Series B Preferred Stock acquired by the Corporation by reason of redemption, purchase, conversion or otherwise shall be reissued.

7. **Notices.** Unless otherwise specified in the Corporation's Articles of Incorporation or Bylaws, all notices or communications given hereunder shall be in writing and, if to the Corporation, shall be delivered to it as its principal executive offices, and if to any holder of Series B Preferred Stock, shall be delivered to it at its address as it appears on the stock books of the Corporation.

8. **No Preemptive Rights.** Shareholders shall have no preemptive rights except as granted by the Corporation pursuant to written agreements.

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Articles of Amendment
STATEMENT OF
RESOLUTION ESTABLISHING TWO SERIES OF SHARES
OF
SKYWAY COMMUNICATIONS HOLDING CORP.

To the Department of State
of the State of Florida

0602

Pursuant to the provisions of Section 607.047 of the Florida General Corporation Act, the undersigned corporation submits the following statement for the purpose of amending its Articles of Incorporation in connection with the establishment and designation of a series of shares:

1. The name of the corporation is SkyWay Communications Holding Corp. (the "Corporation").

2. Attached hereto is a copy of the resolutions (the "Resolutions"), establishing and designating a series of the Corporation's shares of preferred stock as Series C Convertible Preferred Stock and Series D Convertible Preferred Stock and fixing and determining, the preferences, limitations and the relative rights thereof.

3. The Resolutions were adopted on ~~June~~ July 1, 2003. Each Amendment was adopted on July 1, 2003.

4. The Resolutions were duly adopted by all necessary action on the part of the Board of Directors of the Corporation. No shareholder approval was required to adopt these Resolutions and to establish and designate the series of the Corporation's shares of preferred stock as Series C Convertible Preferred Stock and Series D Convertible Preferred Stock. Articles of Amend

IN WITNESS WHEREOF, the Corporation has caused this Statement of Resolution Establishing a Series of Shares to be signed by its duly authorized officer this 14th day of October, 2003.

CORPORATION

SkyWay Communications Holding Corp.

By: James Kent
James Kent, CEO

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**CERTIFICATE OF DESIGNATION, PREFERENCES, RIGHTS AND
LIMITATIONS OF
SERIES C CONVERTIBLE PREFERRED STOCK
\$.0001 PAR VALUE
OF SKYWAY COMMUNICATIONS HOLDING CORP.**

Skyway Communications Holding Corp. (the "Corporation"), organized and existing under the laws of the State of Florida, hereby certifies that pursuant to authority conferred upon the Board of Directors by the Articles of Incorporation of the Corporation, the Board of Directors on July 1, 2003, adopted a Resolution providing for the creation and issuance of the Corporation's Certificate of Designation, Preferences, Rights and Limitations for its Series C Convertible Preferred Stock, which Resolution is hereafter set forth in its entirety.

RESOLVED, that pursuant to the authority expressly granted and vested in the Board of Directors of this Corporation in accordance with the provisions of its Articles of Incorporation, a series of the Corporation's authorized class of preferred stock, no par value, is hereby established as "Series C Convertible Preferred Stock" (hereinafter referred to as the Series C Preferred Stock), which series consists of 2,812,000 authorized shares. The issued and outstanding shares of the Series D Preferred Stock, as they may exist from time to time, are sometimes referred to below as the "Shares". The preferences, any relative, participating, optional or other special rights of, and the qualifications, limitations and restrictions imposed upon the Series D Preferred Stock shall be as follows:

1. Designation and Number of Shares. The designation of a series of Preferred Stock, no par value to be issued authorized by this resolution shall be the Series D Convertible Preferred Stock ("Series C Preferred Stock"). The number of shares of Series D Preferred Stock authorized hereby shall be 2,812,000 shares and no more except as provided herein.

2. Rank. The Series C Preferred Stock shall, with respect to dividend rights and rights on liquidation, winding up and dissolution, rank junior to any other series of preferred stock of Series A and Series B and senior to any other series of Preferred Stock.

3. Dividend Provisions. The holders of Series C Preferred Stock will not be entitled to receive any dividends.

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4. Redemption Rights by the Corporation. The Corporation shall have no right to redeem the Series D Preferred Stock.

5. Voting Rights. Until or unless the Series C Preferred Stock is converted into Common Stock as set forth in paragraph 6 hereof, no holder of the Series C Preferred Stock shall have any voting rights except as may be required under Florida law in certain instances or as set forth herein.

6. Conversion.

a. The Holders shall have the right (the "Right") in its sole and absolute discretion to convert 2,812,000 shares of Convertible Preferred Stock - Series C issued by the Corporation (the "Shares") into 28,120,000 common shares of Corporation (the "Equity") on a one share for ten shares basis upon the occurrence of the following event:

The Corporation signing additional contracts for installation of its system with a second airline or general aviation company or any combination thereof ["Conversion Event"].

b. Time of Conversion. The Share shall be convertible at any time, in whole or in part, at any time for a period commencing on the date of a Conversion Event and ending on December 31, 2013. No additional consideration is payable upon conversion.

c. Forfeiture. Liquidation Preference. The Shares shall be forfeited to Corporation for no consideration if a Conversion Event is not completed prior to December 31, 2013. The Shares shall have a preference over holders of Common Stock of the Corporation upon liquidation equal to its par value.

7. No Additional Consideration at Time of Conversion. No additional consideration is payable upon conversion.

8. Method of Conversion. Prior to conversion, the Holder shall furnish written notice to the Corporation, signed by an authorized representative of the Holder, or its assigns, which shall state the name in which the certificate for such Common Shares are to be issued, with address and social security number or tax identification number.

9. Priority in the Event of Liquidation or Dissolution. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or otherwise, after payment or provision for payment of the debts and other liabilities of the Corporation and before any distribution shall be made to the holder of any class of the common stock of the Corporation but after distributions to Series A and B priority preferred stock, each holder of Series C Preferred Stock shall be entitled to receive, out of the assets of the Corporation, the sum of \$.001 in cash for each Share of Series C

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Preferred Stock so held. After payment shall have been made in full to the holders of the Series C Preferred Stock, or funds necessary for such payment shall have been set aside in trust for the exclusive benefit of such holders, the holders of the Series C Preferred Stock shall be entitled to no further participation in any distribution of the assets of the Corporation.

10. Assignability of Shares. The Shares may not be assigned by Holder at any time.

11. Representations and Warranties of Corporation. Upon conversion of the Shares, the underlying Common Shares shall be free and clear of all liens, claims, charges and encumbrances. The Corporation agrees to indemnify and hold harmless Holder in connection with any claim, loss, damage or expense, including attorneys' fees, trial and appellate levels, in connection with any breach of the foregoing.

12. Registration. The Holder shall have no registration rights relative to the shares of Common Stock underlying the Series C Preferred Stock.

13. Additional Provisions. Conversion of Series C Preferred Stock shall be subject to the following additional terms and provisions:

a) Replacement Certificates. As promptly as practicable after the surrender for conversion of any Series C Preferred Stock, the Corporation shall deliver or cause to be delivered at the principal office of the Corporation one or more certificates representing the shares of Common Stock issuable upon such conversion, issued in such name or names as such holder may reasonably direct. Shares of the Series C Preferred Stock shall be deemed to have been converted as of the close of business on the anniversary date of the purchase of the Shares and the rights of the holders of such Series C Preferred Stock shall cease at such time, and each person in whose name a certificate for such shares is to be issued shall be treated for all purposes as having become the record holder of such Common Stock at such time; provided, however, that any such surrender on any date when the stock transfer books of the Corporation shall be closed shall constitute the person in whose name each certificate for such shares is to be issued as the record holder thereof for all purposes at the close of business on the next succeeding day on which such stock transfer books are open.

b) Subdivisions or Combinations. In the event that the Corporation shall at any time prior to a particular conversion, subdivide or combine its outstanding shares of Common Stock into a greater or lesser number of such shares, the number of shares of Common Stock issuable upon conversion of the Series C Preferred Stock shall be proportionately increased in the case of a combination, effective in either case at the close of business on the date which such subdivision or combination shall become effective.

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c) Recapitalizations. In the event that the Corporation shall be recapitalized, consolidated with or merged into any other corporation, or shall sell or convey to any other corporation all or substantially all of its property as an entity, provision shall be made as part of the terms of such recapitalization, consolidation, merger, sale or conveyance for each holder of Series C Preferred Stock to thereafter receive in lieu of the Common Stock otherwise issuable upon conversion but at the conversion ratio stated above, the same kind and amount of securities or assets as may be distributable upon such recapitalization, consolidation, merger, sale or conveyance, with respect to the Common Stock of the Corporation.

d) Successive Adjustments. The adjustments hereinabove referenced shall be made successively if more than one event listed in the above subdivisions of this subsection shall occur.

e) No Fractional Shares. The Corporation shall not be required to issue any fractions of shares of Common Stock upon conversions of Series C Preferred Stock. If any interest in a fractional share of Common Stock would otherwise be deliverable upon the conversion of any Series C Preferred Stock, the Corporation shall make adjustment for such fractional share interest by payment to the converting shareholder of cash in an amount bearing the same ratio to the fair market value of a whole share of Common Stock of the Corporation, as determined by the Corporation's Board of Directors, as the fractional interest to which the shareholder would otherwise be entitled bears to a whole share of Common Stock.

f) No Adjustments. No adjustment of the conversion ratio shall be made by reason of:

(i) The payment of any cash dividend on the Common Stock or any other class of the capital stock of the Corporation;

(ii) the purchase, acquisition, redemption or retirement by the Corporation of any shares of the Common Stock or of any other class of the capital stock of the Corporation, except as provided above;

(iii) the issuance, other than as provided in the subdivisions of this subsection, of any shares of Common Stock of the Corporation, or of any securities convertible into shares of Common Stock or other securities of the Corporation, or of any rights, warrants or options to subscribe for or purchase shares of the Common Stock or other securities of the Corporation, or of any other securities of the Corporation;

(iv) any offer by the Corporation to redeem or acquire shares of its Common Stock by paying or exchanging therefor stock of another corporation or the carrying out by the Corporation of the transactions contemplated by such offer, provided that at least 20 days prior to the expiration of any such offer the Corporation shall mail

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written notice of such offer to the holders of the Series C Preferred Stock then of record;
or

(v) the distribution to holders of Common Stock or other securities of another issuer, if the issuers of such securities shall be engaged at the time of such distribution in a business (i) which shall have been previously operated on a divisional or subsidiary basis by an entity acquired by the Corporation and (ii) which shall be distinct from the principal business of the entity to be acquired.

g) Reserve of Common Shares. The Corporation shall at all times reserve and keep available solely for the purpose of issuance upon conversion of Series C Preferred Stock, as herein provided, such number of shares of Common Stock as shall be issuable upon the conversion of all outstanding Series C Preferred Stock.

All shares of Common Stock which may be issued upon conversion of the shares of Series C Preferred Stock will upon issuance by the Corporation be validly issued, fully paid and nonassessable and free from all taxes, liens and charges with respect to the issuance thereof.

h) Expenses. The issuance of certificates representing shares of Common Stock upon conversion of the Series C Preferred Stock shall be made to each applicable shareholder without charge for any excise tax in respect of such issuance. However, if any certificate is to be issued in a name other than that of the holder of record of the Series C Preferred Stock so converted, the person or persons requesting the issuance thereof shall pay to the Corporation the amount of any tax which may be payable in respect of any transfer involved in such issuance, or shall establish to the satisfaction of the Corporation that such tax has been paid or is not due and payable.

i) Verification. Upon the occurrence of each adjustment or readjustment of the conversion ratio pursuant hereto, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof, cause independent public accountants selected by the Corporation to verify such computation and prepare and furnish to each holder of Series C Preferred Stock affected thereby a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series C Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (a) such adjustment or readjustment, (b) the conversion ratio at the time in effect, and (c) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of his Shares.

j) Status of Converted Stock. Once the Shares of Series C Preferred Stock are converted, the Shares so converted shall resume the status of authorized but unissued shares of preferred stock.

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14. Limitations on Corporation: Shareholder Consent. So long as any Shares of Series C Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote or the written consent as provided by law of 80% of the holders of the outstanding Shares, voting as a class, change the preferences, rights or limitations with respect to the Series C Preferred Stock in any material respect prejudicial to the holders thereof, or increase the authorized number of Shares of such Series, but nothing herein contained shall require such a class vote or consent (a) in connection with any increase in the total number of authorized shares of Common Stock, or (b) in connection with the authorization, designation, increase or issuance of any series of preferred stock holding liquidation preference equal to or subordinate to the Series C Preferred Stock. Further, (((H03000297342 3)))

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no such vote or written consent of the holders of the Series C Preferred Stock shall be required if, at or prior to the time when such change is to take effect, provision is made for the redemption of all Shares at the time outstanding; and the provisions of this paragraph, shall not in any way limit the right and power of the Corporation to issue any bonds, notes, mortgages, debentures and other obligations, and to incur indebtedness to banks and to other lenders.

15. Stated Capital. Of the consideration received by the Corporation in exchange for the issuance of each share of the Series C Preferred Stock, zero shall constitute paid in capital.

16. Notices. All notices or other communications required or permitted to be given pursuant to this resolution shall be in writing and shall be considered as properly given or made if hand delivered, mailed by certified or registered mail, return receipt requested, or sent by prepaid telegram, if to the Corporation at its address indicated in its Annual Report as most recently filed with the Florida Department of State, and if to a holder of Series C Preferred Stock at the address set forth in the shareholder records as maintained by the Corporation, or to such other address as any such shareholder may have designated by like notice forwarded to the Corporation. All notices, except notices of change of address, shall be deemed given when mailed or hand delivered and notices of change of address shall be deemed given when received.

IN WITNESS WHEREOF, SkyWay Communications Holding Corp, has caused its corporate seal to be hereunto affixed and this Certificate to be executed by its CEO as of the first day of July, 2003.


Jim Kent, CEO

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**CERTIFICATE OF DESIGNATION, PREFERENCES, RIGHTS AND
LIMITATIONS OF
SERIES D CONVERTIBLE PREFERRED STOCK
OF SKYWAY COMMUNICATIONS HOLDING CORP.**

Skyway Communications Holding Corp. (the "Corporation"), organized and existing under the laws of the State of Florida, hereby certifies that pursuant to authority conferred upon the Board of Directors by the Articles of Incorporation of the Corporation, the Board of Directors on July 1, 2003, adopted a Resolution providing for the creation and issuance of the Corporation's Certificate of Designation, Preferences, Rights and Limitations for its Series D Convertible Preferred Stock, which Resolution is hereafter set forth in its entirety.

RESOLVED, that pursuant to the authority expressly granted and vested in the Board of Directors of this Corporation in accordance with the provisions of its Articles of Incorporation, a series of the Corporation's authorized class of preferred stock, no par value, is hereby established as "Series D Convertible Preferred Stock" (hereinafter referred to as the Series D Preferred Stock), which series consists of 85,000 authorized shares. The issued and outstanding shares of the Series D Preferred Stock, as they may exist from time to time, are sometimes referred to below as the "Shares". The preferences, any relative, participating, optional or other special rights of, and the qualifications, limitations and restrictions imposed upon the Series D Preferred Stock shall be as follows:

1. Designation and Number of Shares. The designation of a series of Preferred Stock, no par value to be issued authorized by this resolution shall be the Series D Convertible Preferred Stock ("Series D Preferred Stock"). The number of shares of Series D Preferred Stock authorized hereby shall be 85,000 shares and no more except as provided herein.

2. Rank. The Series D Preferred Stock shall, with respect to dividend rights and rights on liquidation, winding up and dissolution, rank senior to any other series of Preferred Stock except for Series A, B, and C Preferred stock.

3. Dividend Provisions. The holders of Series D Preferred Stock will not be entitled to receive any dividends.

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4. Redemption Rights by the Corporation. The Corporation shall have no right to redeem the Series D Preferred Stock.

5. Voting Rights. Until or unless the Series D Preferred Stock is converted into Common Stock as set forth in paragraph 6 hereof, no holder of the Series D Preferred Stock shall have any voting rights except as may be required under Florida law in certain instances or as set forth herein.

6. Automatic Conversion. The Holders shall have the right (the "Right") in its sole and absolute discretion to convert 85,000 shares of Convertible Preferred Stock - Series D issued by the Corporation (the "Shares") into 8,500,000 common shares of Corporation (the "Equity") upon a one share for one hundred share basis upon the occurrence of the following event:

The conversion of shares of Class A Preferred Stock into common stock.

7. No Additional Consideration at Time of Conversion. No additional consideration is payable upon conversion.

8. Method of Conversion. Prior to conversion, the Holder shall furnish written notice to the Corporation, signed by an authorized representative of the Holder, or its assigns, which shall state the name in which the certificate for such Common Shares are to be issued, with address and social security number or tax identification number.

9. Priority in the Event of Liquidation or Dissolution. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or otherwise, after payment or provision for payment of the debts and other liabilities of the Corporation and preferences of Series A, B, and C preferred stock but before any distribution shall be made to the holder of any class of the common stock of the Corporation, each holder of Series D Preferred Stock shall be entitled to receive, out of the assets of the Corporation, the sum of \$.001 in cash for each Share of Series D Preferred Stock so held. After payment shall have been made in full to the holders of the Series D Preferred Stock, or funds necessary for such payment shall have been set aside in trust for the exclusive benefit of such holders, the holders of the Series D Preferred Stock shall be entitled to no further participation in any distribution of the assets of the Corporation.

10. Assignability of Shares. The Shares may not be assigned by Holder at any time.

11. Representations and Warranties of Corporation. Upon conversion of the Shares, the underlying Common Shares shall be free and clear of all liens, claims, charges and encumbrances. The Corporation agrees to indemnify and hold harmless Holder in connection with any claim, loss, damage or expense, including attorneys' fees, trial and appellate levels, in connection with any breach of the foregoing.

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12. Registration. The Holder shall have registration rights relative to the shares of Common Stock underlying the Series D Preferred Stock similar to those underlying the Series A preferred stock..

13. Additional Provisions. Conversion of Series D Preferred Stock shall be subject to the following additional terms and provisions:

a) Replacement Certificates. As promptly as practicable after the surrender for conversion of any Series D Preferred Stock, the Corporation shall deliver or cause to be delivered at the principal office of the Corporation one or more certificates representing the shares of Common Stock issuable upon such conversion, issued in such name or names as such holder may reasonably direct. Shares of the Series D Preferred Stock shall be deemed to have been converted as of the close of business on the anniversary date of the purchase of the Shares and the rights of the holders of such Series D Preferred Stock shall cease at such time, and each person in whose name a certificate for such shares is to be issued shall be treated for all purposes as having become the record holder of such Common Stock at such time; provided, however, that any such surrender on any date when the stock transfer books of the Corporation shall be closed shall constitute the person in whose name each certificate for such shares is to be issued as the record holder thereof for all purposes at the close of business on the next succeeding day on which such stock transfer books are open.

b) Subdivisions or Combinations. In the event that the Corporation shall at any time prior to a particular conversion, subdivide or combine its outstanding shares of Common Stock into a greater or lesser number of such shares, the number of shares of Common Stock issuable upon conversion of the Series D Preferred Stock shall be proportionately increased in the case of a combination, effective in either case at the close of business on the date which such subdivision or combination shall become effective.

c) Recapitalizations. In the event that the Corporation shall be recapitalized, consolidated with or merged into any other corporation, or shall sell or convey to any other corporation all or substantially all of its property as an entity, provision shall be made as part of the terms of such recapitalization, consolidation, merger, sale or conveyance for each holder of Series D Preferred Stock to thereafter receive in lieu of the Common Stock otherwise issuable upon conversion but at the conversion ratio stated above, the same kind and amount of securities or assets as may be distributable upon such recapitalization, consolidation, merger, sale or conveyance, with respect to the Common Stock of the Corporation.

d) Successive Adjustments. The adjustments hereinabove referenced shall be made successively if more than one event listed in the above subdivisions of this subsection shall occur.

e) No Fractional Shares. The Corporation shall not be required to issue any
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fractions of shares of Common Stock upon conversions of Series D Preferred Stock. If any interest in a fractional share of Common Stock would otherwise be deliverable upon the conversion of any Series D Preferred Stock, the Corporation shall make adjustment for such fractional share interest by payment to the converting shareholder of cash in an amount bearing the same ratio to the fair market value of a whole share of Common Stock of the Corporation, as determined by the Corporation's Board of Directors, as the fractional interest to which the shareholder would otherwise be entitled bears to a whole share of Common Stock.

f) No Adjustments. No adjustment of the conversion ratio shall be made by reason of:

(i) The payment of any cash dividend on the Common Stock or any other class of the capital stock of the Corporation;

(ii) the purchase, acquisition, redemption or retirement by the Corporation of any shares of the Common Stock or of any other class of the capital stock of the Corporation, except as provided above;

(iii) the issuance, other than as provided in the subdivisions of this subsection, of any shares of Common Stock of the Corporation, or of any securities convertible into shares of Common Stock or other securities of the Corporation, or of any rights, warrants or options to subscribe for or purchase shares of the Common Stock or other securities of the Corporation, or of any other securities of the Corporation;

(iv) any offer by the Corporation to redeem or acquire shares of its Common Stock by paying or exchanging therefor stock of another corporation or the carrying out by the Corporation of the transactions contemplated by such offer, provided that at least 20 days prior to the expiration of any such offer the Corporation shall mail written notice of such offer to the holders of the Series D Preferred Stock then of record; or

(v) the distribution to holders of Common Stock or other securities of another issuer, if the issuers of such securities shall be engaged at the time of such distribution in a business (i) which shall have been previously operated on a divisional or subsidiary basis by an entity acquired by the Corporation and (ii) which shall be distinct from the principal business of the entity to be acquired.

g) Reserve of Common Shares. The Corporation shall at all times reserve and keep available solely for the purpose of issuance upon conversion of Series D Preferred Stock, as herein provided, such number of shares of Common Stock as shall be issuable upon the conversion of all outstanding Series D Preferred Stock.

All shares of Common Stock which may be issued upon conversion of the shares of Series D Preferred Stock will upon issuance by the Corporation be validly issued, fully paid and nonassessable and free from all taxes, liens and charges with respect to the issuance thereof.

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h) Expenses. The issuance of certificates representing shares of Common Stock upon conversion of the Series D Preferred Stock shall be made to each applicable shareholder without charge for any excise tax in respect of such issuance. However, if any certificate is to be issued in a name other than that of the holder of record of the Series D Preferred Stock so converted, the person or persons requesting the issuance thereof shall pay to the Corporation the amount of any tax which may be payable in respect of any transfer involved in such issuance, or shall establish to the satisfaction of the Corporation that such tax has been paid or is not due and payable.

i) Verification. Upon the occurrence of each adjustment or readjustment of the conversion ratio pursuant hereto, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof, cause independent public accountants selected by the Corporation to verify such computation and prepare and furnish to each holder of Series D Preferred Stock affected thereby a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series D Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (a) such adjustment or readjustment, (b) the conversion ratio at the time in effect, and (c) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of his Shares.

j) Status of Converted Stock. Once the Shares of Series D Preferred Stock are converted, the Shares so converted shall resume the status of authorized but unissued shares of preferred stock.

14. Limitations on Corporation; Shareholder Consent. So long as any Shares of Series D Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote or the written consent as provided by law of 80% of the holders of the outstanding Shares, voting as a class, change the preferences, rights or limitations with respect to the Series D Preferred Stock in any material respect prejudicial to the holders thereof, or increase the authorized number of Shares of such Series, but nothing herein contained shall require such a class vote or consent (a) in connection with any increase in the total number of authorized shares of Common Stock, or (b) in connection with the authorization, designation, increase or issuance of any series of preferred stock holding liquidation preference equal to or subordinate to the Series D Preferred Stock. Further, no such vote or written consent of the holders of the Series D Preferred Stock shall be required if, at or prior to the time when such change is to take effect, provision is made for the redemption of all Shares at the time outstanding; and the provisions of this paragraph, shall not in any way limit the right and power of the Corporation to issue any bonds, notes, mortgages, debentures and other obligations, and to incur indebtedness to banks and to other lenders.

15. Stated Capital. Of the consideration received by the Corporation in exchange for the issuance of each share of the Series D Preferred Stock, \$.0001 shall constitute paid in capital.

16. Notices. All notices or other communications required or permitted to be
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given pursuant to this resolution shall be in writing and shall be considered as properly given or made if hand delivered, mailed by certified or registered mail, return receipt requested, or sent by prepaid telegram, if to the Corporation at its address indicated in its Annual Report as most recently filed with the Florida Department of State, and if to a holder of Series D Preferred Stock at the address set forth in the shareholder records as maintained by the Corporation, or to such other address as any such shareholder may have designated by like notice forwarded to the Corporation. All notices, except notices of change of address, shall be deemed given when mailed or hand delivered and notices of change of address shall be deemed given when received.

IN WITNESS WHEREOF, SkyWay Communications Holding Corp, has caused its corporate seal to be hereunto affixed and this Certificate to be executed by its CEO as of the first day of July, 2003.


Jim Kent, CEO

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EXHIBIT B

PRICE LIST
(Attached)

FLORIDA TELECOMMUNICATIONS PRICE LIST

LOCAL EXCHANGE TELECOMMUNICATIONS SERVICE

This Price List contains the rates applicable to the furnishing of local exchange telecommunications services provided by Skyway Communications Holding Corporation, Inc. ("Skyway Communications") within the State of Florida. This Price List is on file with the Florida Public Service Commission ("Commission"). Copies may be inspected during normal business hours at the Company's principal place of business: 6021 142nd Avenue North, Clearwater, Florida 33760.

Issued: May 13, 2004

Effective Date:

Issued By:

Matthew Brown, Director of Regulatory
6021 142nd Avenue North
Clearwater, Florida 33760
Telephone: (831)901-8674

CHECK SHEET

The Title Sheet and Sheets 1 through 38 inclusive of this Price List are effective as of the date shown at the bottom of the respective sheet(s). Revised sheets as named below contain all changes from the original filing that are in effect on the date listed.

<u>SHEET</u>	<u>REVISION</u>	<u>SHEET</u>	<u>REVISION</u>
1	Original	27	Original
2	Original	28	Original
3	Original	29	Original
4	Original	30	Original
5	Original	31	Original
6	Original	32	Original
7	Original	33	Original
8	Original	34	Original
9	Original	35	Original
10	Original	36	Original
11	Original	37	Original
12	Original	38	Original
13	Original		
14	Original		
15	Original		
16	Original		
17	Original		
18	Original		
19	Original		
20	Original		
21	Original		
22	Original		
23	Original		
24	Original		
25	Original		
26	Original		

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EXPLANATION OF SYMBOLS

- (D) To signify a **deletion**
- (I) To signify a rate **increase**
- (M) To signify material **moved** in the Price List
- (N) To signify a **new** rate or regulation
- (R) To signify a rate **reduction**
- (T) To signify a change in **text** but no change in rate or regulation

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PRICE LIST FORMAT

- A. **Sheet Numbering** - Sheet numbers appear in the upper right corner of the sheet. Sheets are numbered sequentially. However, occasionally, when a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.
- B. **Sheet Revision Numbers** - Revision numbers also appear in the upper right corner of each sheet. These numbers are used to determine the most current sheet version on file with the Commission. For example, the 4th revised Sheet 14 cancels the 3rd Revised Sheet 14. Because of various suspension periods, deferrals, etc. the Commission follows in their Price List approval process, the most current sheet number on file with the Commission is not always the sheet in effect. Consult the Check Sheet for the sheet currently in effect.
- C. **Paragraph Numbering Sequence** - There are nine levels of paragraph coding. Each level of code is subservient to its next higher level:
- 2.
 - 2.1.
 - 2.1.1.
 - 2.1.1.A.
 - 2.1.1.A.1.
 - 2.1.1.A.1.(a).
 - 2.1.1.A.1.(a).I.
 - 2.1.1.A.1.(a).I.(i).
 - 2.1.1.A.1.(a).I.(i).(1).
- D. **Check Sheets** - When a Price List filing is made with the Commission, an updated Check Sheet accompanies the Price List filing. The Check Sheet lists the sheets contained in the Price List with a cross reference to the current revision number. When new sheets are added, the Check Sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this sheet if these are the only changes made to it (i.e., the format, etc., remains the same, just revised revision levels on some sheets). The Price List user should refer to the latest Check Sheet to find if a particular sheet is the most current on file with the Commission.

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APPLICATION OF PRICE LIST

This Price List governs Company local exchange services originating and terminating at points within the State of Florida for BellSouth exchanges, Verizon exchanges and Sprint/Centel/United exchanges .

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SECTION 1 – TECHNICAL TERMS AND ABBREVIATIONS

Add:

The addition of a vertical service to existing equipment and/or service at one location.

ADSL

Asymmetrical Digital Subscriber Line (ADSL) is an access data technology service which allows for the transmission of high speed connections services over existing copper facilities.

Authorized User:

A person, firm, corporation, or other entity that either is authorized by the Customer to use local exchange service or is placed in a position by the Customer, either through acts or omissions, to use local exchange service.

Business Service:

A service which conforms to one or more of the following criteria:

- A. used primarily for commercial, professional, or institutional activity; or
- B. the service is situated in a commercial, professional or institutional location, or other location serving primarily or substantially as a site of an activity for pay; or
- C. the service number is listed as the principal or only number for a business in any telecommunications directory; or
- D. the service is used to conduct promotions, solicitations, or market research for which compensation or reimbursement is paid or provided.

Call Forwarding:

A local exchange feature which permits the station user to have his incoming calls transferred automatically to any other access line.

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SECTION 1 – TECHNICAL TERMS AND ABBREVIATIONS, Continued

Call Forwarding - Busy Line:

An optional feature which automatically routes incoming calls to a preset number when called station is busy.

Call Waiting:

An enhancement to basic service that enables the called party to be notified and have the option to pickup a call from a second party while engaged in conversation with the first calling party.

Calling Area:

An area within underlying ILEC service areas which are considered “Local” to the originating calling party’s exchange.

Called Station:

The terminating point of a call (i.e., the called number).

Caller ID:

An optional service which, when combined with appropriate end-user equipment, delivers the calling party telephone number to the called party during the ring cycle and during conversation for that call.

Carrier or Common Carrier:

Any individual, partnership, association, corporation or other entity engaged in intrastate communications for hire by wire or radio between two or more exchanges.

Channel Terminal

The term “Channel Terminal” denotes that portion of a service required to terminate within a central office, the interoffice or interexchange transmission system.

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SECTION 1 – TECHNICAL TERMS AND ABBREVIATIONS, Continued

Channel

A communications path between two or more points of termination.

Commission:

Florida Public Service Commission

Change:

Includes the rearrangement or reclassification of existing service at the same location.

Company:

Skyway Communications Holding Corporation, Inc. (“Skyway Communications”)

Credit Card:

A valid bank or financial organization card, representing and account to which the costs of products and services purchased by the card holder may be charged for future payment. Such cards include those issued by VISA or MasterCard.

Customer:

The person, firm, corporation or other entity which orders or uses service and is responsible for payment of charges and compliance with Price List regulation.

Disconnect or Disconnection:

The termination of a circuit connection between the originating station and the called station or the Company’s operator.

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SECTION 1 – TECHNICAL TERMS AND ABBREVIATIONS, Continued

Exchange

A central office or group of central offices, together with the Customer's stations and lines connected thereto, forming a local system which furnishes means of telephonic intercommunication without toll charges between subscribers within a specified area, usually a single city, town or village. When an exchange includes only one central office, it is termed a single office exchange, but when it includes more than one central office, the exchange is termed a multi-office exchange.

Exchange Service Area

The territory, including the base rate, suburban and rural areas served by an exchange, within which local telephone service is furnished at the exchange rates applicable within that area.

Exchange Service

The general telephone service rendered in accordance with Price List provisions. Exchange service is a general term describing as a whole the facilities provided for local intercommunication, together with the right to originate and receive a specified or an unlimited number of local messages at charges in accordance with the provisions of this Price List.

A. Flat Rate Service: A classification of exchange service for which a stipulated charge is made, regardless of the amount of use.

B. Individual Residence Line

Individual Line Service: A classification of exchange service which provides that only one Exchange Access Line shall be served by the line connecting such Access Line with the central office or other switching unit.

Frame Relay

Frame Relay is a service which provides for the transfer of variable length frames across a wide geographic area through statistical multiplexing of data.

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SECTION 1 – TECHNICAL TERMS AND ABBREVIATIONS, Continued

Holidays:

Holidays include New Year’s Day (January 1), Independence Day (July 4), Labor Day (the first Monday in September), Thanksgiving Day (the fourth Thursday in November) and Christmas Day (December 25).

ISDN

Integrated Services Digital Network is a set of transmission protocols that provides end-to-end digital connectivity and integration of voice, data and video, on a single subscriber loop.

LATA:

A Local Access and Transport Area (“LATA”) is a geographic area established for the provision and administration of communications service. A LATA encompasses designated exchanges, which are grouped to serve common social, economic and other purposes.

Local Exchange:

A geographic area within which the local telephone company provides telephone services and/or facilities that are not subject to a toll charge.

Local Exchange Carrier:

A Company which furnishes local exchange telecommunications service.

Move:

The disconnection of existing equipment at one location and reconnection of the same equipment at a new location in the same building or in a different building.

Premises:

A building or buildings on contiguous property, not separated by a public highway or right-of-way.

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SECTION 1 – TECHNICAL TERMS AND ABBREVIATIONS, Continued

Service Line:

A two-way residential individual line, or an extension of a residential line which is required for testing of certain services provided by the Company and which is billed at the rates within this Price List.

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SECTION 2 – RULES AND REGULATIONS

2.1. UNDERTAKING OF COMPANY

- 2.1.1. Company's services are furnished for residential telecommunications service for local calling within the State of Florida. As a reseller, the quality of service provided to the companies end-users will be equal to that received from the company's underlying carrier(s).
- 2.1.2. Company is a facilities-based provider of telecommunications to Customers for their direct transmission and reception of voice or data residential communications.
- 2.1.3. Company provides access, switching, transport and termination services provided by other underlying telecommunications local carriers.
- 2.1.4. The Company's services are provided on a monthly basis unless otherwise provided, and are available twenty-four (24) hours per day, seven (7) days per week.
- 2.1.5. The Company reserves the right to refuse further service due to late or non payment by the Customer. As a reseller the quality of service provided as a reseller to the company's end-users will be equal to that received from the company's underlying carrier.

2.2. LIMITATIONS

- 2.2.1. Service is offered subject to availability of the necessary facilities and/or service and subject to the provisions of this Price List.
- 2.2.2. The Company does not undertake to transmit messages, but offers the use of its facilities when available, and will not be liable for errors in transmission or for failure to establish connections.
- 2.2.3. The Customer obtains no property right or interest in the use of any specific type of facility, service, equipment, telephone number, process or code. All rights, titles and interests remain, at all times, solely with the Company.

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SECTION 2 – RULES AND REGULATIONS, Continued

2.2. LIMITATIONS, Continued

2.2.4. Prior written permission from the Company is required before any assignment or transfer of service from one subscriber to another. All regulations and conditions contained in this Price List shall apply to all such permitted assignees or transferees, as well as all conditions of service. Transfers are not acceptable unless written permission from the Company is received by the transferring and the receiving transferee parties.

2.2.5. The Company may, upon reasonable notice, make such tests and inspections as may be necessary to determine whether the terms and conditions of this Price List are being complied with in the installation, operation or maintenance of the Customer's or the Company's facilities or equipment.

2.3. USE

2.3.1. Service may be used for the transmission of communications by the Customer for any lawful purpose for which it is technically suited.

2.3.2. Service may not be used for any unlawful purpose or for any purpose for which any payment or other compensation is received by the Customer, except when the Customer is a duly authorized and regulated common carrier. This provision does not prohibit an arrangement between the Customer, authorized user or joint user to share the cost of service.

2.3.3. The name(s) of the Customer(s) desiring to use the service must be set forth in the application for service.

Issued: May 13, 2004

Effective Date:

Issued By:

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SECTION 2 – RULES AND REGULATIONS, Continued

2.3. USE, Continued

- 2.3.4. The Company strictly prohibits use of the Company's services without payment or an avoidance of payment by the Customer by fraudulent means or devices including providing falsified calling card numbers or invalid calling card numbers to the Company, providing falsified or invalid credit card numbers to the Company or in any way misrepresenting the identity of the Customer.
- 2.3.5. Recording of telephone conversations of service provided by the Company under this Price List is prohibited except as authorized by applicable federal, state and local laws.
- 2.3.6. Service will not be used to call another person so frequently or at such times of day or in any other manner so as to annoy, abuse, threaten or harass the called party.
- 2.3.7. Service will not be used in any manner which interferes with other persons in the use of their service, prevents other persons from using their service or otherwise impairs the quality of service to other Customers.

2.4. LIABILITIES OF THE COMPANY

- 2.4.1. The liabilities of the Company for damages arising out of mistakes, omissions, interruptions, delays, errors or defects in transmission occurring in the course of furnishing service or other facilities and not caused by the negligence of the Customer, commences upon activation of service and in no event exceeds an amount equivalent to the proportionate charge to the Customer for the period of service during which such mistakes, omissions, interruptions, delays, errors, or defects in transmission occur. For the purpose of computing such amount a month is considered to have thirty (30) days. In no event will the Company be responsible for consequential damages for any losses suffered by a Customer or end user as the result of interrupted or unsatisfactory service.

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SECTION 2 – RULES AND REGULATIONS, Continued

2.4. LIABILITIES OF THE COMPANY, Continued

2.4.2. Company shall be indemnified and held harmless by the Customer against:

- A. Claims for libel, slander, infringement of copyright or unauthorized use of any trademark, trade name or service mark arising out of the material, data, information or other content transmitted over Company's facilities; and
- B. Claims for patent infringement arising from combining or connecting Company's resold facilities with apparatus and systems of the Customer; and
- C. All other claims arising out of any act or omission of the Customer in connection with any service provided by Company.
- D. Use of subscriber provided information, use of subscriber call detail records from any source, or any information derived from these sources when used in the investigation or prosecution of potential fraud, potential illegal activities, or any law enforcement organization's investigation that might involve the subscriber in any way.

2.4.3. Company is not liable for any defacement of, or damage to, the equipment or premises of a Customer resulting from the furnishing of services when such defacement or damage is not the result of the Company's negligence.

2.4.4. Company shall not be liable for, and the Customer indemnifies and holds harmless from, any and all loss claims, demands, suits, or other action or liability whatsoever, whether suffered, instituted or asserted by the Customer or by any other party of person, for any personal injury to, death of any person or persons, and for any loss, damage, defacement or destruction of the premises of the Customer or any other property, whether owned by the Customer or by others, caused or claimed to have be caused directly or indirectly by the installation, operation, failure to operate, maintenance, removal, presence, condition, location or use of equipment or wiring provided by Company's underlying carrier where such installation, operation, failure to operate, maintenance, condition, location or use is not the direct result of Company's negligence.

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SECTION 2 – RULES AND REGULATIONS, Continued

2.4. LIABILITIES OF THE COMPANY, Continued

- 2.4.5. No agents or employees of connecting, concurring or other participating carriers or companies shall be deemed agents or employees of the Company without written authorization.
- 2.4.6. The Company is not liable for any failure of performance hereunder due to causes beyond its control, including, but not limited to, unavoidable interruption in the working of its circuits or those of another common carrier; acts of nature: storms, fire, flood, or other catastrophes; any law, order, regulation, direction, action, or request of the United States Government, or any other governmental entity having jurisdiction over the company or of any department, agency, commission, bureau, corporation, or other instrumentality or any one or more of such instrumentality or any one of more of such governmental entities, or of any civil or military authority; national emergencies, insurrections, riots, rebellions, wars, strikes, lockouts, work stoppages or other labor difficulties; or notwithstanding anything in this Price List to the contrary, the unlawful acts of the Company's agents and employees, if committed beyond the scope of their employment.
- 2.4.7. The Company shall not be liable for damages or adjustments, refunds or cancellation of charges unless the Customer has notified the Company, in writing, of any dispute concerning charges, or the basis of any claim for damages, within 20 days of when invoice is rendered by the company for the call giving rise to such dispute or claim, unless ordered by the Commission pursuant to Florida law. Any such notice must set forth sufficient facts to provide the Company with a reasonable basis upon which to evaluate the Customer's claim or demands.
- 2.4.8. The Company shall not be liable for any damages, including usage charges, that the Customer may incur as a result of the unauthorized use of its communications equipment. The unauthorized use of the Customer's communications equipment includes, but is not limited to, the placement of calls from the Customer's premises and the placement of calls through Customer-controlled or Customer-provisioned equipment that are transmitted or carried over the Company's network services without the authorization of the Customer. The Customer shall be fully liable for all such charges.

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SECTION 2 – RULES AND REGULATIONS, Continued

2.4. LIABILITIES OF THE COMPANY, Continued

2.4.9. The Company shall not be liable for the Customer's failure to fulfill its obligations to take all necessary steps, including obtaining, installing and maintaining all necessary equipment, materials and supplies for interconnecting the terminal equipment or communications system of the Customer, or any third party acting as the Customer's agent, to the Company's underlying carriers' networks.

2.4.10. With respect to Emergency Number 911 Service:

- A. This service is offered solely as an aid in handling assistance calls in connection with fire, police and other emergencies. The Company is not responsible for any losses, claims, demands, suits or any liability whatsoever, whether suffered, made, instituted or asserted by the Customer, or by any other party or person, for any personal injury to, or death of, any person or persons, and for any loss, damage or destruction of any property, whether owned by the Customer or others, caused or claimed to have been caused by:
(1) mistakes, omissions, interruptions, delays, errors or other defects in the provision of this service; or (2) installation, operation, failure to operate, maintenance, removal, presence, condition, location or use of any equipment and facilities furnishing this service.

- B. Neither is the Company responsible for any infringement or invasion of the right of privacy of any person or persons, caused or claimed to have been caused, directly or indirectly, by the installation, operation, failure to operate, maintenance, removal, presence, condition, occasion or use of Emergency 911 Service features and the equipment associated therewith, or by any services furnished by the Company, including, but not limited to, the identification of the telephone number, address or name associated with the telephone used by the party or parties accessing Emergency 911 Service, and which arises out of the negligence or other wrongful act of the Company, the Customer, its users, agencies or municipalities, or the employees or agents of any one of them.

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SECTION 2 – RULES AND REGULATIONS, Continued

2.4. LIABILITIES OF THE COMPANY, Continued

- 2.4.11. In the absence of gross negligence or willful misconduct, no liability for damages arising from errors, mistakes in or omissions of directory listings, or errors, mistakes or omissions of listings obtainable from the directory assistance operator, including errors in the reporting thereof, will attach to the Company.
- 2.4.12. The Company's liability arising from errors or omissions in directory listings will be limited to \$1.00.
- 2.4.13. As part of providing any private listing or semi-private listing services, the Company will not be liable for failure or refusal to complete any call to such telephone when the call is not placed by dialing a number which includes the number of the party called. The Company will try to prevent the disclosure of unpublished listings, but will not be liable in any manner should such a number be divulged.
- 2.4.14. When a Customer with a non-published telephone number places a call to the Emergency 911 Service, the Company will release the name and address of the calling party, where such information can be determined, to the appropriate local governmental authority responsible for the Emergency 911 Service, upon request of such governmental authority. By subscribing to service under this Price List, the Customer agrees to the release of such information under the above provision.
- 2.4.15. The Company will use reasonable efforts to make available services to a Customer on or before a particular date, subject to the provisions of, and compliance by the Customer with, the regulations contained in this Price List. The Company does not guarantee availability by any such date and will not be liable for any delays in commencing service to any Customer. The minimum time frame for Customer installation will be three days from the time of order. The maximum time frame for customer repair will be 3 days from time of customer complaint or interruption in service.

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SECTION 2 – RULES AND REGULATIONS, Continued

2.5. EQUIPMENT AND FACILITIES

2.5.1. The Company will not be responsible for the installation, operation or maintenance of any Customer-provided communications equipment. Where Customer-provisioned equipment is connected to the facilities furnished under this Price List, the responsibility of the Company will be limited to the furnishing of facilities offered pursuant to this Price List. Beyond this responsibility, the Company will not be responsible for:

- A. the transmission of signals by Customer-provided equipment or for the quality of, or defects in, such transmission; or
- B. the reception of signals by Customer-provided equipment; or
- C. network control signaling when performed by Customer-provided network control signaling equipment.

2.5.2. At the request of the Customer, installation or maintenance may be performed outside of the Company's regular business hours or in hazardous locations. In such cases, charges based on cost of the actual labor, material or other costs incurred by or charged by the Company will apply. If installation or maintenance is started during regular business hours, but, at the Customer's request, extends beyond regular business hours into time periods including, but not limited to, weekends, holidays and/or night hours, additional charges may apply.

2.6. CUSTOMER RESPONSIBILITIES

2.6.1. The Customer is responsible for the payment of all charges for services furnished to the Customer and for all additional charges for calls the Customer elects to continue making.

2.6.2. The Customer is responsible for compliance with applicable regulations set forth in this Price List.

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SECTION 2 – RULES AND REGULATIONS, Continued

2.6. CUSTOMER RESPONSIBILITIES, Continued

2.10.6. The Customer is responsible for establishing its identity as often as necessary during the course of the call or when seeking credits from the Company.

2.10.6. The Customer shall be responsible for reimbursing the Company for damage to, or loss of, the Company's facilities or equipment caused by the acts or omissions of the Customer; or the noncompliance by the Customer, with these regulations; or by fire or theft or other casualty on the Customer's premises, unless caused by the negligence or willful misconduct of the employees or agents of the Company. The Company will, upon reimbursement for damages, cooperate with the Customer in prosecuting a claim against the person causing such damage and the Customer shall be subrogated to the Company's right of recovery of damages to the extent of such payment.

2.10.6. This Customer is responsible for not creating or allowing to be placed or maintained any liens or other encumbrances on the Company's underlying carriers' facilities.

2.7. INTERRUPTION OF SERVICE

2.7.1. Credit allowance for interruptions of service which are not due to Company's testing or adjusting, to the negligence or willful act of the Customer, or to the failure of channels, equipment and/or communications equipment provided by the Customer, are subject to the general liability provisions set forth in Section 2.4., herein. It shall be the obligation of the Customer to notify Company of any interruptions of service. Before giving such notice, the Customer shall ascertain that the trouble is not being caused by any action or omission of the Customer, not within the Customer's control.

2.10.6. For purposes of credit computation for service, every month shall be considered to have 720 hours. No credit shall be allowed for an interruption of a continuous duration of less than two (2) hours

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SECTION 2 – RULES AND REGULATIONS, Continued

2.7. INTERRUPTION OF SERVICE, continued

2.7.3. The subscriber shall be credited for an interruption of two (2) hours or more at the rate of 1/720th of the monthly charge for the services affected for each hour or major fraction thereof that the interruption continues.

Credit formula: $\text{Credit} = (A/720) \times B$

A - outage time in hours

B - total monthly charge for affected utility

2.10.6. No credit will be made for:

- b) Interruptions due to the negligence of, or noncompliance with the provisions of this Price List by, the Customer;
- c) Interruptions due to the negligence of any person using the Company's services with the Customer's permission;
- d) Interruptions due to the failure or malfunction of non-Company equipment.

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SECTION 2 – RULES AND REGULATIONS, Continued

2.8. RESTORATION OF SERVICE

2.8.1. The use and restoration of service in emergencies shall be in accordance with part 64, Subpart D of the Federal Communications Commission's Rules and Regulations on file with the Commission, which specifies the priority system for such activities.

2.8.2. When a Customer's service has been disconnected in accordance with this Price List and the service has been terminated through the completion of a Company service order, service will be restored only upon the basis of application or the Company's re-connect form for new service.

2.9. MINIMUM SERVICE PERIOD

The minimum service period is one month (30 days).

2.10. PAYMENTS AND BILLING

2.10.6 Known charges for subscription service will be billed in advance for the ensuing monthly subscription period. Ancillary services such as Directory Assistance and Operator Services will be bill in arrears in the month following the month in which the charges were incurred. The Company reserves the right to impose an additional Advance Payment amount equal to the highest amount of incurred ancillary charges, which shall be added to the Escrow account established by the Company as referenced in Section 2.12 of this Price List.

2.10.7 The Customer is responsible for payment of all charges for service furnished by the Company to the Customer or Authorized Users. Objections must be received by the Company within 20 days after statement of account is rendered, or the charges shall be deemed correct. Should the Customer pay the charges under protest, he may have an additional 30 days to dispute same in writing or the charges will become binding upon Customer. If an entity other than the Company imposes charges on the Company, in addition to its own internal costs, in connection with a service for which a Company Non-Recurring Charge is specified, those charges may be passed on to the Customer. Customer will not be required to pay disputed portion of bill during complaint resolution period.

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SECTION 2 – RULES AND REGULATIONS, Continued

2.10. PAYMENTS AND BILLING, Continued

- 2.10.6 Taxes: The Customer is responsible for the payment of any sales, use, gross receipts, excise, access or other local, state and federal taxes, charges or surcharges (however designated) excluding taxes on the Company's net income imposed on or based upon the provision of Local Exchange Service, all of which shall be separately designated on the Company's invoices. Any taxes imposed by a local jurisdiction (e.g. County and municipal taxes) will only be recovered from those Customers residing in the affected jurisdictions. It shall be the responsibility of the Customer to pay any such taxes that subsequently become applicable retroactively.
- 2.10.6 Reserved for Future Use.
- 2.10.6 Billing disputes should be addressed to Company's customer service organization by mail at: P.O. Box 1319 Greenwood, MS 38935 or via telephone. Customer service representatives are available from 9:00 a.m. to 5:59 p.m. Central Standard Time. Messages may be left for the Customer Service Department from 6:00 p.m. to 8:59 a.m. Central Standard Time, which will be answered on the next business day, unless in the event of an emergency, which threatens Customer service, in which case customer service personnel may be paged.
- 2.10.6 In the case of a dispute between the Customer and the Company for service furnished to the Customer, which cannot be settled with mutual satisfaction, the Customer can take the following course of action:
- A. First, the Customer may request, and the Company will perform, an in-depth review of the disputed amount. The undisputed portion and subsequent bills must be paid on a timely basis or the service may be subject to disconnection.

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SECTION 2 - RULES AND REGULATIONS, Continued

2.10. PAYMENTS AND BILLING, Continued

- B. Second, if there is still disagreement over the disputed amount after the investigation and review by a manager of the Company, the Customer may appeal to the Florida Public Service Commission's Division of Consumer Affairs for its investigation and decision.

Florida Public Service Commission
Division of Consumer Affairs
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

Toll free number: 800.342.3552

2.11. DISCONTINUANCE OF SERVICE

2.10.6. Reserved for Future Use.

2.10.7. Upon violation of any of the other material terms or conditions for furnishing service, the Company may, by giving 10 days' prior notice in writing to the Customer, discontinue or suspend service without incurring any liability if such violation continues during that period.

2.10.8. Upon condemnation of any material portion of the facilities used by the Company to provide service to a Customer or if a casualty renders all or any material portion of such facilities inoperable beyond feasible repair, the Company, by notice to the Customer, may discontinue or suspend service without incurring any liability.

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SECTION 2 - RULES AND REGULATIONS, Continued

2.11. DISCONTINUANCE OF SERVICE, Continued

2.10.9. Upon any governmental prohibition, or required alteration of the services to be provided or any violation of any applicable law or regulation, the Company may immediately discontinue or suspend service without incurring any liability.

2.10.10. The Company may discontinue the furnishing of any and/or all service(s) to a Customer, without incurring any liability: immediately and without notice if the Company deems that such action is necessary to prevent or to protect against fraud or to otherwise protect its personnel, agents, facilities or services, including the follow:

- A. Reserved for Future Use.
- B. Reserved for Future Use.
- C. The Customer uses, or attempts to use, service with the intent to avoid the payment, either in whole or in part, of the tariffed charges for the service by:
 - 2. Using or attempting to use service by rearranging, tampering with, or making connections to the Company's service not authorized by this Price List;
 - 3. Using tricks, schemes, false or invalid numbers, false credit devices, electronic devices; or
 - 4. Any other fraudulent means or devices;
- D. The Customer uses service in such a manner as to interfere with the service of other users; or
- E. The Customer uses service for unlawful purposes.

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SECTION 2 - RULES AND REGULATIONS, Continued

2.11 DISCONTINUANCE OF SERVICE, Continued

- 2.11.6. Upon five (5) working days prior written notice, upon written notice to a Customer who has failed to pay any sum within five (5) days of the date when payment was due; or
- 2.10.6. Ten (10) days after sending the Customer written notice of noncompliance with any provision of this Price List if the noncompliance is not corrected within that ten (10) day period.
- 2.10.6. The suspension or discontinuance of service(s) by the Company pursuant to this Section does not relieve the Customer of any obligation to pay the Company for charges due and owing for service(s) furnished during the time or up to suspension or discontinuance.
- 2.10.7. Upon the Company's discontinuance of service to the Customer, all applicable charges, including termination charges, shall become due and payable. This is in addition to all other remedies that may be available to the Company at law or in equity under any other provision of this Price List.

2.12. ADVANCE PAYMENTS AND DEPOSITS

To safeguard its interest, the Company may require a Customer to make Processing/Application Fee before services are furnished. This fee will not exceed an amount equal to the Non-Recurring Charge(s) and month's charges for the service.

Applicants shall not be required to pay a security deposit prior to receiving service.

An Escrow Account shall be maintained by the Company, with a bank of its selection, into which shall be placed monies which shall be available to reimburse any Customer who does not receive services for which Customer has paid in advance.

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SECTION 2 - RULES AND REGULATIONS, Continued

2.13. FULL FORCE AND EFFECT

Should any provision or portion of this Price List be held by a court or administrative agency of competent jurisdiction to be illegal, invalid or unenforceable, the remaining provisions of this Price List will remain in full force and effect.

2.14. CREDIT LIMIT

The Company may, at any time and at its sole discretion, set a credit limit for any Customer's consumption of services for any monthly period.

2.15. UNCERTIFICATED RESALE PROHIBITED

Resale of any Price Listed service appearing herein by uncertificated resellers is strictly prohibited. Applicable services may be resold only by Companies authorized by the Florida Public Service Commission to provide intrastate telecommunications services, in accordance with the Commission's rules. The Company requires proof of certification in the form of a Telephone Certificate of Public Convenience and Necessity (or the equivalent thereof), or a copy thereof, prior to providing services for resale.

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SECTION 3 - SERVICE DESCRIPTION

3.1. LOCAL EXCHANGE SERVICE

3.1.1 General

- A. Local Exchange Service provides a customer a single, analog, voice grade telephonic communications channel which can be used to place or receive one call at a time to and from, respectively, other stations on the public switched telephone network. Local exchange service also provides a customer with a unique telephone number address on the public switched telephone network and access to certain interstate and international services offered by Company. (a 'basic access line').
- B. A basic access line includes free access to Operator Services, Directory Assistance services, Telecommunications Relay Services and emergency services by dialing 0 or 911, with unlimited local calling at a flat rate.
- C. Local exchange service requires the classification by the customer of the basic access line as either of a business or residence basic access line. Residence access lines may include an allowance for calls for which there are no usage charges. One listing in the alphabetical directory is included for both residential and business access lines.

3.1.2. Service Description

- A. Local Exchange Service will be offered throughout the State of Florida and will consist of, minimally a residential or business basic access line. Optional Services features will be available for order by the Customer, consisting of all or any of the following: Caller ID, Call Waiting, Call Forwarding and or Voice mail. 911 Service will be available at all times including disconnection of service.

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SECTION 3 – SERVICE DESCRIPTION, Continued

Section 3.2 CUSTOM CALLING FEATURES

3.2.1 General

The Custom Calling features in this section are made available on an individual basis or as part of multiple feature packages. All features are provided subject to availability; features may not be available with all classes of service.

3.2.2 Description of Features

A. Three Way Conference

The Three Way Calling feature allows a customer to add a third party to an existing two-way call and form a three-way call. The call must have been originated from outside the station group and terminate to a station within the station group. The Call Hold feature allows a customer to put any in-progress call on hold by flashing the switchhook and dialing a code. This frees the line to allow the customer to make an outgoing call to another number. Only one call per line can be on hold at a time. The third party cannot be added to the original call.

B. Call Forwarding

Call Forwarding, when activated, redirects attempted terminating calls to another customer-specific line. The customer may have to activate and deactivate the forwarding function and specify the desired terminating telephone number during each activation procedure. Call originating ability is not affected by Call Forwarding.

The calling party is billed for the call to the called number. If the forwarded leg of the call is chargeable, the customer with the Call Forwarding is billed for the forwarded leg of the call.

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SECTION 3 – SERVICE DESCRIPTION, Continued

3.2 CUSTOM CALLING FEATURES, Continued

3.2.3. Description of Features, Continued

C. Call Waiting/Cancel Call Waiting

Call Waiting provides a tone signal to indicate to a customer already engaged in a telephone call that a second caller is attempting to dial in. It will also permit the customer to place the first call on hold, answer the second call and then alternate between both callers. Cancel Call Waiting (CCW) allows a Call Waiting (CW) customer to disable CW for the duration of an outgoing telephone call. CCW is activated (i.e., CW is disabled) by dialing a special code prior to placing a call, and is automatically deactivated when the customer disconnects from the call.

D. Distinctive Ringing

This feature enables a user to determine the source of an incoming call from a distinctive ring. The user is provided with up to two additional telephone numbers.

E. Multiline Hunting

This feature is a line hunting arrangement that provides sequential search of available numbers within a multiline group. Circular and uniform hunting can also be selected.

Hunt group charges apply to sequential, circular and uniform hunting and queuing with announcement per queue slot.

F. Speed Calling

This feature allows a user to dial selected numbers using one or two digits. Up to eight numbers (single digit, or thirty numbers with two digits) can be selected.

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SECTION 3 – SERVICE DESCRIPTION, Continued

3.2 DIRECTORY ASSISTANCE

A Directory Assistance Charge applies for each telephone number, and area code, and/or general information requested from Directory Assistance operator. There is no charge for the first three calls per month to Directory Assistance. The Customer can request a maximum of two numbers per call to Directory Assistance. Charges set forth in Section 4.2 will apply for each additional request made to the Directory Assistance Operator.

Directory Assistance Local Call Completion

Directory Assistance Call Completion allows the Customer the option to have their local calls completed to a requested number by either the Directory Assistance operator or the Directory Assistance audio response system that provide the requested number. All completed calls will be charged the Directory Assistance Call Completion Charge, in addition to any other appropriate charges. See Section 4.2 for Rates.

3.3 DIRECTORY LISTINGS

One Listing, termed the initial listing, is included with each Customer's service. Additional listings are confined to the names of those who are entitled to the use of the Customer's service. Telephone numbers of non-published service are not listed in the Telephone Company's directories or on directory assisted records. Listing information (name, address and number) on non-published service is not available to the general public, notwithstanding any claim of emergency the calling party may present. Telephone numbers of non-directory listed service are omitted or deleted from the Company's alphabetical directory, however, they are carried in the Company's directory assistance and other records and are given to any calling party.

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SECTION 3 – SERVICE DESCRIPTION, Continued

3.4 LOCAL OPERATOR SERVICES

Operator Services provide for live or automated operator treatment of calls when a customer dials “0”. Services include, but are not limited to Busy Line Verification, Operator Verification \ Interrupt Service and Operator Assisted Call Completion Services. Access to Operator Services is provided at no charge, however, a per-call service charge and a per minute usage rate will apply when the customer elects to utilize a chargeable Operator Service.

3.4.1 Busy Line Verification

Utilizing operator assistance, the caller is able to accomplish any of the following:

- B. verify that a called line is in use
- B. verify that a called line is in use, or if it is clear, have the operator place the call
- C. verify and interrupt a call that is in progress

3.4.2 Operator Verification \ Interrupt Service

Where facilities and operating conditions permit, Carrier’s operators may verify busy line conditions and/or interrupt a conversation in progress at the calling party’s request.

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SECTION 3 –SERVICE DESCRIPTION, Continued

3.4 LOCAL OPERATOR SERVICES, Continued

3.4.3 Operator Assisted Call Completion

Operator Assisted Call Completion provides the called with access to the operator for assistance in completing telephone calls. Local calls may be completed or billed with live or mechanical assistance. Calls may be billed collect to the called party, to an authorized third party number, to the originating line, or to a valid authorized calling card. The operator can assist the caller by placing the call either person-to-person, station-to-station or other designated basis. In addition to a per request charge, a per minute usage rate applies to each call completed. See Section 4.2.

A. Person-to-Person

Allows a Customer to place a call through a operator to one particular person.

B. Station-to-Station

Allows a Customer to place a call through an operator to any person.

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Matthew Brown, Director of Regulatory
6021 142nd Avenue North
Clearwater, Florida 33760
Telephone: (831)901-8674

SECTION 3 – SERVICE DESCRIPTION, Continued

3.5 NON-ROUTINE INSTALLATION AND/OR MAINTENANCE

At the Customer's request, installation and/or maintenance may be performed outside the Company's regular business hours, or (in the Company's sole discretion and subject to any conditions it may impose) in hazardous locations. In such cases rates and charges will be applied on an 'Individual Case Basis' (ICB), where such rates and charges will be developed by the Company based on the circumstances (such as costs of labor, material, engineering and administration) in each case. If installation is started during regular business hours but, at the Customer's request, extends beyond regular business hours into time periods including, but not limited to, weekends, holidays, and/or night hours, additional charges may apply.

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SECTION 3 - SERVICE DESCRIPTION, Continued

3.6 HEARING AND SPEECH IMPAIRED CUSTOMERS

3.6.1 Reserved for future use.

3.7 TELECOMMUNICATIONS RELAY SERVICE

The Relay Service provides specialized telecommunications equipment to qualified Florida Residents who have a certified hearing or speech impairment, pursuant to the Telecommunications Access System Act of 1991. For calls received from the relay service, the company will, when billing relay calls, discount relay service calls by fifty percent off of the otherwise applicable rate for a voice non-relay call except that where either the calling or called party indicates that either party is both hearing and visually impaired, the call shall be discounted sixty percent off of the otherwise applicable rate for a voice non-relay call.

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SECTION 4 – RATES AND CHARGES

4.1 Local Exchange Service

<u>Package</u>	<u>Monthly</u>	<u>Non-recurring Charges Line Install</u>	<u>Non-recurring Charges *MACD</u>
Basic	\$39.99	\$20.00	\$20.00
Call Waiting:	\$ 6.00		
Call Forwarding:	\$ 5.00		
Three Way (Conf.) Calling	\$ 5.00		
Unpublished Number	\$ 5.00		
Call Return	\$ 5.00		

**** Super Saver Package: \$20.00**

**Call Waiting:
Call Forwarding:
Three Way (Conf.) Calling
Unpublished Number
Call Return**

Service as second line: \$ 2.57

Caller ID: \$10.00 (Box not included) \$10.00 One time install

*MACD: Moves, adds, changes or deletes.

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EXHIBIT C

FINANCIAL INFORMATION

The verified financial statements of Applicant, Sky Way Communication Holding Corporation, Inc. are attached hereto. Applicant considers these financial statements to be proprietary and confidential. The data contained in these documents reveal the size, nature, and scope of Applicant organization's financial operations to competitors and potential competitors. Therefore, pursuant to Applicant's Motion for Protective Order, Applicant requests that the Commission treat Applicant's company's financial statements as proprietary, to maintain the confidentiality of the data contained therein. These financial statements are submitted under protective seal, accordingly.

VERIFICATION OF FINANCIAL STATEMENTS

STATE OF FLORIDA)
) ss.
COUNTY OF _____)


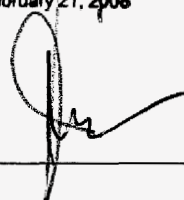
I, Richard Lough, being first duly sworn and deposed, state that I am Chief Financial Officer for Skyway Communications Holding Corporation, Inc., and am authorized to make this verification; that I have read the foregoing financial statements and know the contents thereof; and as to those matters that are therein stated on information or belief, I believe them to be true.

Richard Lough
Skyway Communications Holding Corporation, Inc.

Subscribed and sworn to before me this 23 day of April, 2004.

Notary Public in and for the State of Florida,

residing at:

 **Joseph Isaacs**
My Commission DD267884
Expires February 21, 2008


My commission expires _____

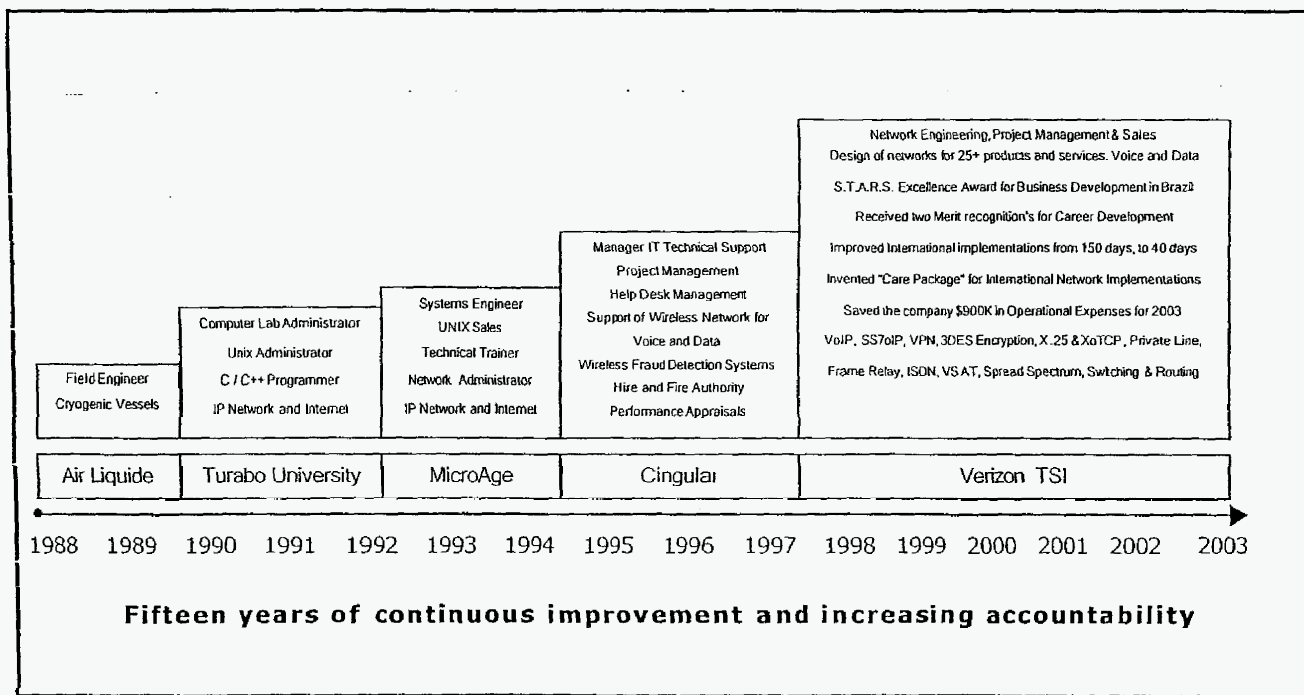
EXHIBIT D
MANAGEMENT EXPERIENCE
(Attached)

Edward DelValle



Career Profile: Network Engineer and IT professional with 15 years of experience in voice and data networks, wireline and wireless, centralized and distributed computing. The most recent nine years are in the Wireless Industry. Multiple voice and data projects completed in the Caribbean, Center and South America, Europe and Asia-Pacific. Fluent English, Spanish and Portuguese.

Background: Standard of service defined through the expertise, experience and efficiency. Prepared to deliver the combination of technical expertise and real world experience that you require in any service or solution. Guaranteed to meet and exceed your expectations.



Objectives

Interested in a Manager/Director position in a telecommunications company. A position in Sales is also greatly desirable. The business strategy will revolve around the need to provide quality service and products to our various clients, in the process fully satisfying their needs. This shall be undertaken through the collaboration with the sales and technical team and the provision of good quality custom-designed services, catering for the clients' particular needs. I shall position myself as a quality service provider that strives to provide effective and efficient communication solutions.

In summary I intend to attain the following objectives:

- Continuously provide professional quality services on time and on budget.
- Develop a follow-up strategy to gauge performance with our clients.
- Implement and maintain a quality control system and assurance policy.
- To instill a culture of continuous improvement in beating standards of customer satisfaction and efficiency.
- I am fully committed to supporting growth and development in the economy.

Key Success Factors

Hence the key success factors will include the following:

1. Excellence in fulfilling the promise: Completely confidential, reliable, trustworthy expertise and service(s) through the provision of an uncompromising service. This dictates that we have in place the latest technology, hardware and software, and welltrained personnel so as to fulfill the aforesaid.
2. Timeous response to clients' orders: We cannot afford to delay our clients for whatever reason, as this will have a negative bearing on our image and reputation, including future business. Hence we need to be continually communicating with the client ensuring we provide needs-based solutions.
3. **Skill and depth of knowledge:** Considering the nature of our services and their relative infancy on the market, the skill and depth of knowledge of our personnel shall be of utmost importance in determining the provision of the service(s) to the end-users.

Services and capabilities that will immediately benefit your organization :

Network Engineering

- WAN design - Wireline and Wireless
- SS7 Network design
- Frame Relay, ATM, ISDN, Private Line, 802.11x
- Voice Over IP, Voice Over Frame Relay
- VPN and DES Encryption
- Remote Access Services
- IP Routing and Layer2 Switching
- Quality of Service (QoS)
- X.25 Transport Design for legacy systems

Project Management:

- Assessment Planning
- Project Definition and Resource Allocation
- Implementation and Documentation
- Risk Management

IT Services

- Backup and Recovery
- High Availability and Disaster Recovery
- Migrations and Upgrade Paths
- Server Consolidation
- System Architecture
- Capacity Planning

Internet Services

- Internet Application Integration
- Internet Infrastructure
- Web Development

Internet System Security:

- Security Services
- Corporate Security Assessment
- Operating System Hardening
- Firewall Implementation

Meet the companies I have worked with



About Air Liquide - Founded in 1902, Air Liquide is the world leader in industrial and medical gases and related services. The core business is to supply oxygen, nitrogen, hydrogen and many other gases and services to most industries (for example: steel, oil refining, chemicals, glass, electronics, healthcare, food processing, metallurgy, paper and aerospace). AirLiquide bulk products are produced and liquefied in plants such as air separation plants for Oxygen, Nitrogen and Argon, Carbon Dioxide plants and Syngas plants (producing Hydrogen and other gases). These products are stored at the production facility in liquid phase at different temperatures and pressures depending on the gas: about -190° C and atmospheric pressure for air gases; -20° C and 20 bars for Carbon Dioxide.

From these large AIR LIQUIDE storage tanks, products are typically delivered directly to customers in insulated cryogenic trucks.

My contribution to AirLiquide: As a Field Engineer I was responsible for the installation and maintenance of bulk storage.

Bulk installations consist of:

- One or more storage tanks at various pressures and in various designs, depending on the gas (air gases or Carbon Dioxide)
- Vaporizers using the heat sources such as ambient air, electrical heating, or liquid bath of glycol (or water) heated by another source
- Pressure regulation equipment



About the School of Engineering at Turabo University. Since the enrollment of its first class of 75 students in Academic Year (AY) 1990/91, the School of Engineering has offered baccalaureate programs in Mechanical Engineering, Manufacturing Engineering and Electrical Engineering.

The School of Engineering is housed in the modern Sandia National Laboratories Engineering Building, named in recognition of the support provided by the U.S. Department of Energy.

My contribution to the School of Engineering: As the Computer Engineering Lab Administrator I had the opportunity to be part of a project sponsored by the U.S. Department of Energy. The scope of the project was to provide IP connectivity between New Mexico Highlands University, North Carolina A&T State University, and the Montana Consortium of Colleges; and three Department of Energy national laboratories: Sandia National Laboratories, Oak Ridge National Laboratory, and Los Alamos National Laboratory.

- Built from ground up all local area networks and wide area network for the school of engineering for the faculty and students
- Tutor for the Computer Graphics, Fortran77 and C language class.
- Installation, support of Sun Microsystems, AT&T 3B2, Netware and MacOS servers and workstations
- Established network connectivity to Sandia National Labs and Los Alamos National Labs



About MicroAge - MicroAge is a technology services company focused on assisting organizations with the selection, sourcing and service of information technology. MicroAge is a one-stop shop for IT products and services. MicroAge's experience in serving the large-account marketplace has given it the knowledge base to successfully serve its clients' IT procurement needs.

My contribution to MicroAge: Increase sales and revenue. Immediately after hiring date I started interviewing the Sales Managers. I noticed that most of them knew very little about the potential it represented

selling cross-platform products to the customers and none of them knew about TCP/IP networking. I started giving them lessons about integration of Apple systems with Novell Netware and UNIX. Six months after I started with the training program, most of them had double their quota for the year selling the new network solutions. My contribution was also to help the clients to select the right technology and offer the technical expertise companies need to make the best decisions and choose the best solutions.

- Consulting - Microsoft Solution Provider
- Products Demo and Training
- Sales Engineer in a multi-vendor, multi-products environment
- Help the company gain distributor status with Sun Microsystems
- Installation, support of Sun Microsystems servers, workstations
- Design of very complex computing solutions and networks
- Installation and support of Novell Netware, Macintosh and Microsoft products



About Cingular - Cingular Wireless is the second largest wireless company in the U.S. and leader in mobile voice and data communications. Cingular Wireless is a joint venture between the domestic wireless divisions of SBC (NYSE:SBC) and BellSouth (NYSE: BLS). SBC owns 60 percent of the company and BellSouth owns 40 percent, based on the value of the assets both contributed to the venture. Cingular Wireless serves more than 22 million voice and data customers across the United States. Products include Digital Wireless Voice, Analog Wireless Voice, Wireless Data, GPRS (General Packet Radio Service), Interactive Messaging, Corporate E-mail Access, Short Messaging, Wireless Internet/ WAP.

My contribution to Cingular: Increased productivity of the technical support staff with effective coaching and mentoring. Reduced response time from 3.0 to 0.5 days for technical assistance calls resulting in estimated cost savings of \$85K per year in operational expenses. Reduced the response time in the Help Desk from 15 minutes to 2 minutes the waiting period during peak-hours resulting in estimated cost savings of \$60K per year in salaries.

- Managed support staff for LAN and WAN, telephone/PBX/ACD systems Call Accounting
- Help Desk, Desktop systems, Application Servers and Email services
- Installation, support of Sun Microsystems servers, workstations
- Perform Employee's Performance Appraisal and salary reviews
- IT Project Management
- Improved Help Desk effectiveness
- Improved Employees' morale and productivity
- Improved customer's perception of the Team



About TSI - TSI Telecommunication Services Inc. (TSI) is a global communications technology company specializing in innovative business and network engineering solutions that manage and interconnect voice and data systems in 30 countries throughout North America, Central and Latin America, Asia Pacific and Europe. TSI provides technology interoperability, network services and call processing to more than 275 mobile operators, wireline carriers, emerging telecom market entrants and business customers. Products include SS7 intelligent network solutions, clearing and settlement services, voice and data roaming facilitation, fraud management, revenue enhancement solutions and more than 25 other integrated services. TSI is a privately owned corporation headquartered in Tampa, Fla., U.S.A., with offices in major cities throughout the United States and offices in The Netherlands, London, Luxembourg, Beijing and Hong Kong.

My contribution to TSI: Saved the company \$900K in Operational Expenses with two of my own network initiatives. Created the network infrastructure between Embratel Brazil and the United States for wireless roaming and transfer of the billing records. Designed of the SS7 Over IP for Asia-Pacific allowing new customers to sign for new services due to this low cost network solution. Designed network for Wireless-911 ALI databases.

- Design of networks for 25+ products and services. Voice and Data
- 3rd Level Technical Support and 24X7 On-Call
- Received S.T.A.R.S. Excellence Award for helping the company with new business opportunities in Brazil
- Received two Merit recognition's for Career Development
- Improved International implementations from 150 days, to 40 days
- Invented "Care Package" for International Network Implementations that require no travel and minimal assistance from the customers to implement a new network installation
- Saved the company \$900K in Operational Expenses for 2003 with two network initiatives
- Built networks and established business relationships with most important service providers; Verizon, Sprint, Equant, AT&T, MCI, Worldcom, Cable & Wireless and Qwest

Professional Associations

Edward DelValle is the Director of Membership for the Association of Internet Professionals (AIP).



About AIP - Representing more than 250,000 individual Internet Professionals and over 250 leading Internet industry companies and educational institutions, The Association of Internet Professionals (AIP) is the premier professional association of the Internet industry.

AIP was founded through the alliance of the Internet Developers Association (IDA), and the International Society of Internet Professionals (ISIP) in April of 1997. Later that year, the new entity was renamed the Association of Internet Professionals (AIP). In December, 1997, AIP merged with the Webmasters Guild (WGM), bringing the WGM's sizeable stable of chapters and its chapter development program to the conglomerate. In 2000 the AIP acquired the International Interactive Computer Society (IICS) making AIP the largest non-profit association in the Internet Industry.

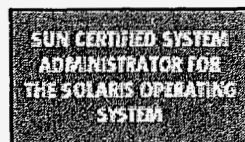
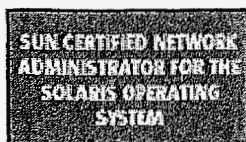
AIP's individual membership includes those from all aspects of the Internet industry, however senior executives and technical/design professionals are in the majority:

- 42% senior management - Vice-presidential level or above - the decision-makers.
- 41% technical/design - Non-senior management position with a technical or design focus.
- 10% freelance - Independent contractors, the self-employed or any other similar situation.
- 7% business - Non-senior management position with a business administration, sales, or marketing focus.

Proficiency with these well known technologies



Sun Professional Services Certifications





Marisol Casablanca

Vice President
Sky Way Communications
6021 142nd Avenue North
Clearwater, Florida 33760
Corporate 727.535.8211

With seventeen years of experience a strong background in telecommunications sales, marketing and operations Marisol brings an unique perspective to the table in growing, expanding markets domestic and internationally.

Marisol's focus is to leverage Sky Way Communications strong foundation and rapidly accelerate the company growth. She has a proven track record in the high tech industry, and the telecommunications industry.

Prior to joining Sky Way Communications Marisol served as Senior Sales Director for Expedient (2000) building five states nationwide and achieving the highest wireless carrier (CLEC) penetration in the industry. She has held key positions at Teligent (1997) where she spearheaded the opening and growth of the Florida Market for Wireless Services and received the "Million Dollar Challenge Award". Marisol was awarded the "Tampa Business Journal 40 Tampa Business People Under 40 Achievement Award". As District Sales Manager for Metromedia/MFS, LDDS, Worldcom (1987) Marisol guided her Florida Team through several acquisitions and merges consistently ranking as the Top Revenue Producer in the nation.

EXECUTIVE BIOGRAPHY

Brent C. Kovar – As president and director of research and development and engineering, Mr. Kovar founded Sky Way Global in 2000, a high speed broadband wireless service company. From 1996 to 2000, Mr. Kovar served as the executive vice president and director of research and development for Satellite Access Systems. From 1990j to 1996, Mr. Kovar served in various consulting, management and research and development positions. In 1990, Mr. Kovar founded PC, Ltd., a company that produced specialty-designed remote controlled arm and FR products. From 1987 to 1989, he was associated with Jacobs Engineering, an engineering company in Pasadena, California. From 1986 to 1987, Mr. Kovar worked with Falcon Communications as a wireless communications engineer. Mr. Kovar earned a Bachelor of Science Degree from De Vry Institute and is currently pursuing seminars and programs with a goal of acquiring a masters degree.

EXECUTIVE BIOGRAPHY

James S. Kent – Mr. Kent has been director of business operations for Sky Way Global since 2000. From 1998 to 1999, Mr. Kent served as director of operations for Satellite Access Systems, Inc., a satellite services corporation. From 1997 to 1998 he served as a senior management consultant with Booz, Allen & Hamilton, a major government contractor and national/international business consulting firm. From 1980 to 1997, Mr. Kent served in various government contract management positions supporting projects of the Department of Defense, National Security Agency, and Department of the Navy.