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SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

AUG 06 1999

Secretary of State

ARTICLES OF INCORPORATION
OF
WIRELESS ETHERNET COMPATIBILITY ALLIANCE, INC.
A California nonprofit mutual benefit corporation

ENDORSED • FILED
in the office of the Secretary of State
of the State of California

AUG 03 1999

BILL JONES, Secretary of State

ARTICLE I

The name of this Corporation is:

WIRELESS ETHERNET COMPATIBILITY ALLIANCE, INC.

ARTICLE II

This Corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law. Without limiting the generality of the foregoing, the specific purpose of this Corporation is to promote IEEE 802.11 High Rate wireless networking and multi-vendor interoperability for markets including the enterprise, small office, and home.

ARTICLE III

The name and address in the State of California of this Corporation's initial agent for service of process are:

Paul Frankel
c/o W.E.C.A.
6480 Via Del Oro
San Jose, CA 95119-1208

ARTICLE IV

No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual.

ARTICLE V

This Corporation shall have two classes of members, designated as sponsor members and regular members. The rights, preferences and privileges of each class are set forth below.

A. Qualifications and Dues. The qualifications and dues for each class of membership are as set forth in the Corporation's bylaws.

B. Voting. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. Sponsor members shall vote with regular members in all matters submitted to a vote of the general membership.

(1) Approval by majority vote; two-thirds of sponsors. Any matter approved by the general membership vote shall also require the approval of a two-thirds majority of the sponsor members in a separate vote of the sponsor members, unless expressly waived by at least two-thirds of the sponsor members participating in the general membership vote. A meeting of the sponsor members will be called and convened by the chairperson within 30 days of the general membership vote for this purpose.

(2) Nomination of directors. Each sponsor member shall have the right to nominate one person to serve as its representative on the board. If there is a meeting of members to elect directors, any sponsor present at the meeting in person or by proxy may place one name in nomination if said sponsor has not previously done so. No other nominations will be permitted.

(3) Sponsor approval of director actions. If a matter is submitted for approval at a board meeting, any director, whether or not participating in the board meeting, or any sponsor, whether or not represented by a director at the time, may require by oral or written notice to the chairman before or after the matter is approved by the board, that such matter be subject to the approval of two-thirds of the sponsors. In any such case, a meeting of the sponsor members will be called and convened by the chairperson within 30 days of the board meeting for this purpose.

(4) Sponsor meetings. All sponsor meetings are open to the general membership, but regular members may only participate as nonvoting observers. Resolutions adopted at sponsor meetings shall be published to the general membership.

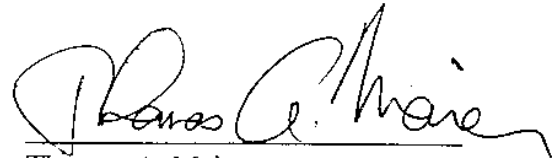
ARTICLE VI

A. Admission of members. The Corporation may admit persons to membership subject to the terms and conditions set forth in the bylaws. The members are authorized to determine the consideration for which memberships shall be issued.

B. Election of officers. The officers of the Corporation, as provided by the bylaws of the Corporation, shall be elected by the directors of the Corporation in the manner therein set out, and shall serve until their successors are elected.

C. Adoption of bylaws. The bylaws of the Corporation, and any amendments thereto, may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as the bylaws and/or their amendments are not inconsistent with the provisions of these articles.

DATED: August 2, 1999


Thomas A. Maier

