

**Electronic Articles of Incorporation
For**

P06000022147
FILED
February 13, 2006
Sec. Of State
jshivers

GROOVETOUCH WIRELESS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

GROOVETOUCH WIRELESS, INC.

Article II

The principal place of business address:

1680 MICHIGAN AVENUE
SUITE 700
MIAMI BEACH, FL. US 33139

The mailing address of the corporation is:

1680 MICHIGAN AVENUE
SUITE 700
MIAMI BEACH, FL. US 33139

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

50,000,000 COMMON SHARES, \$.001 PAR VAL

Article V

The name and Florida street address of the registered agent is:

GREENTREE FINANCIAL GROUP, INC.
555 S. POWERLINE ROAD
POMPANO BEACH, FL. 33069

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: R. CHRIS COTTONE

Article VI

The name and address of the incorporator is:

MICHAEL FRIEDMAN
1680 MICHIGAN AVENUE
SUITE 700
MIAMI BEACH, FLORIDA 33139

Incorporator Signature: MICHAEL FRIEDMAN

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P,D
MICHAEL FRIEDMAN
1680 MICHIGAN AVENUE, STE 700
MIAMI BEACH, FL. 33139 US

Title: COO
JASON FESTA
1680 MICHIGAN AVENUE, STE 700
MIAMI BEACH, FL. 33139 US

Title: CTO
MATT HOLCOMBE
1680 MICHIGAN AVENUE, STE 700
MIAMI BEACH, FL. 33139 US