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WILLIAM M. POWELL also Admitted in the District of Columbia
PHILIP STEINBERG

April 21, 1999

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-04/26/99-01052-014
****122.50 *****78.75

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: MILLECOM, INC.

Enclosed is two originals of the articles of incorporation of the corporation named above. We have also enclosed a check for \$122.50 for the following:

Filing Fee\$35.00
Registered Agent Fee\$35.00
Certified Copy Fee\$52.50

Please process this at your earliest convenience and return the certified copy to this office.

Thank you for your assistance.

Very truly yours,

[Signature]

Philip Steinberg
PS/tmc

Enclosures: 2 Documents
1 Check

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS
59 APR 26 PM 4:14

**ARTICLES OF INCORPORATION
OF
MILLECOM, INC.**

SECRET FILED
DIVISION OF REVENUE
99 APR 25 PM 4:14

The Undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME.

The name of this corporation is MILLECOM, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 3830 Oasis Blvd., Cape Coral, FL 33914.

ARTICLE III. DURATION

The corporation shall have a perpetual existence, except that the same may be dissolved as provided by law.

ARTICLE IV. PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE V. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000. Such shares shall have a par value of one dollar per share.

ARTICLE VI. SUBSCRIBERS.

The names and street addresses of the subscribers to these Articles of Incorporation with the amount of stock subscribed for and agreed to be taken by each are as follows:

Christopher Ray Kepley..... 60 Shares
3830 Oasis Blvd.
Cape Coral, FL 33914

ARTICLE VII. BOARD OF DIRECTORS

The corporation shall have an Initial Board of Directors and such Board may be increased in accordance with the bylaws, but shall never be less than one. The Board shall designate and elect the Officers of the Corporation. The names and street addresses of each Initial Director of the Corporation is as follows:

Christopher Ray Kepley
3830 Oasis Blvd.
Cape Coral, FL 33914

ARTICLE VIII. REGISTERED AGENT

The street address of the Initial Registered Office of the corporation is 3830 Oasis Blvd. Cape Coral, FL 33914. The name of the Initial Registered Agent at that address is Christopher Ray Kepley.

ARTICLE IX. PREEMPTIVE RIGHTS

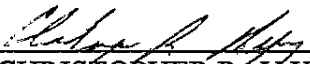
Each shareholder, upon the sale of any stock of the corporation, shall have the right to purchase his pro rata share thereof at the same price as is offered to others.

ARTICLE X. POWERS AND AMENDMENT

The Officers, Directors and Shareholders of the corporation shall possess and enjoy all powers allowed by the law except as restricted, limited or prohibited by these Articles of Incorporation, the Bylaws of the Corporation, or by other acts of the Corporation.

The right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them is reserved.

IN WITNESS WHEREOF, the undersigned, being the initial subscriber to the capital stock hereinbefore mentioned for the purpose of forming a corporation as herein provided under the laws of the State of Florida, do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying the facts hereinabove are true, and further agree to take the number of stock hereinbefore set forth, all being done on this 21st day of April, 1999.


CHRISTOPHER RAY KEPLEY

ACKNOWLEDGMENT OF NOTARY PUBLIC

I HEREBY CERTIFY, that before me, the undersigned authority duly authorized to take acknowledgments and administer oaths, personally appeared CHRISTOPHER RAY KEPLEY, who is well known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, for the purpose expressed therein, and if executed in a capacity other than that of an individual, for the corporation or other entity in the capacity stated herein, and I certify and acknowledge that said articles were executed for the use and purpose therein expressed.

WITNESSED my hand and seal on this 21st day of April, 1999.

MY COMMISSION EXPIRES: 1/24/02



TAMMY M. CALLAHAN
Comm. No. CC 684923
My Comm. Exp. Jan. 24, 2002
Bonded thru Pichard Ins. Agcy.

Tammy M. Callahan
NOTARY PUBLIC, STATE OF FLORIDA

Tammy M. Callahan

Personally Known _____ or
Type of Identification Produced Florida Drivers License

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, pursuant to Florida Statutes, Section 48.091, having been named to act as Registered Agent of the corporation known as MILLECOM, INC., does hereby accept the appointment as said Registered Agent of said corporation.

DATED THIS 21st day of April, 1999.

Christopher Ray Kepley
CHRISTOPHER RAY KEPLEY
Registered Agent

REC-1
FILED
APR 25 PM 4:14
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

THIS INSTRUMENT WAS PREPARED BY:

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