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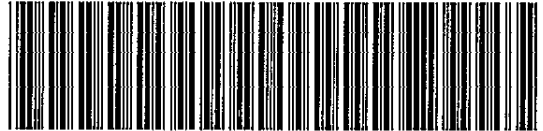
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DIVISION OF CORPORATION

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. GSM Latin America Association, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

GSM LATIN AMERICA ASSOCIATION, INC.

The undersigned, acting as the incorporator of GSM Latin America Association, Inc., under Chapter 617 of the Florida Statutes, and Section 501(c)(6) of the Internal Revenue Code of 1986¹, submits the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation ("Corporation") shall be:

GSM LATIN AMERICA ASSOCIATION, INC.

ARTICLE II

ADDRESS OF INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal place of business of the Corporation shall be:

GSM Latin America Association, Inc.
Alicia Moreau de Justo 50
Piso 5, Ala Norte
Buenos Aires, Argentina
CP 1107

The initial mailing address of the Corporation shall be:

GSM Latin America Association, Inc.
701 Brickell Avenue
Suite 3000
Miami, Florida 33131

¹ Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE IV

PURPOSES

The Corporation is organized and shall be operated exclusively for the purpose of serving as a nonprofit trade association or business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986. In furtherance of such purposes, the Corporation shall be authorized:

(a) To promote, support, and engage in activities carried on for the purpose of serving and advancing the common business interests of, and improving the business conditions of, companies and businesses that are in the business of providing services relating to the use of a global system for mobile communications (sometimes hereinafter referred to as "GSM"), or that are engaged in the study of GSM technology, and that conduct business or expect to conduct business in Latin America. The Corporation may further those purposes by the direct conduct of such activities, including but not limited to educational and training activities relating to GSM technology, and by making grants to other organizations engaged in such activities.

(b) To receive and maintain personal or real property, or both; and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the exempt purposes set forth in paragraph (a) as permitted under Section 501(c)(6).

(c) To receive money (as dues or otherwise), real or personal property and any other form of contributions, gift, bequest, or devise from any person, firm, partnership, or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; and to enter into agreements or contracts for payments to the Corporation for its objects and purposes.

(d) To establish an office and employ such assistants and clerical personnel as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons.

(e) To distribute, in the manner, form, and method, and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions or other funds received by it in carrying out programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in furtherance of these objects and purposes are and shall continue to be used exclusively for such purposes.

(f) To invest and reinvest surplus funds in such securities and properties as the Board of Directors may from time to time determine.

(g) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan, or otherwise dispose of an deal in any bonds, securities, evidence of indebtedness, or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers, and privileges of ownership.

(h) To contract and be contracted with, and to sue and be sued.

(i) To adopt and use a corporation seal.

(j) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617 of the Florida Statutes, subject however to the requirements of Section 501(c)(6) and to the other limitations provided in these Articles of Incorporation.

ARTICLE V

MEMBERSHIP

The Corporation shall have one or more members. A designation of the class or classes of members, and the qualifications and rights of the members of each class, and the names of the initial member or members, shall be set forth in the bylaws.

ARTICLE VI

DIRECTORS

Subject to the powers reserved to the members in the bylaws of the Corporation, all corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of Directors (which number shall not be less than three) shall be as provided in the bylaws.

The names and addresses of the initial directors are as follows:

Marco de Lissicich
Alicia Moreau de Justo 50
Piso 5, Ala Norte
Buenos Aires, Argentina
CP 1107

Juan Carlos Jil
Alicia Moreau de Justo 50
Piso 5, Ala Norte
Buenos Aires, Argentina
CP 1107

Cristian Sepulveda
Avenida Andrés Bello 2711
Piso 14
Las Condes
Santiago, Chile

The terms for which the directors shall serve, and the method of election of directors, shall be as stated in the bylaws.

ARTICLE VII

DIRECTORS' AND OFFICERS' COMPENSATION AND INDEMNIFICATION

A. Compensation. A director or officer of the Corporation may receive reasonable compensation for personal services rendered as a director or officer or in any other capacity, so long as the services are reasonable and necessary to carrying out the purposes of the Corporation as stated herein, and may be reimbursed for expenses or advances made for the Corporation that are reasonable in character and amount and approved for payment in the manner provided by the bylaws.

B. Indemnification. Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including

counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of or liable for willful misfeasance or willful malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the Board of Directors.

C. Interest of Directors and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers are shareholders, partners or employees, or in which they are interested, or between the Corporation and any corporation, association, or partnership of which one or more of its directors or officers are shareholders, members, directors, officers, partners, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors, officer, or officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve, and ratify such contract or transaction by vote of majority of the directors present. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE VIII

LIMITATIONS RELATING TO EXEMPT PURPOSES

This corporation shall not engage in any activities prohibited by Section 617 of the Florida Statutes, or by Section 501(c)(6) of the Internal Revenue Code.

The Corporation shall not have the power to do any act or thing, or to engage in any activity, that would disqualify the Corporation for exemption from Federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(6), or the corresponding provisions of any subsequent Federal tax laws; and further, it shall not use any part of the its net earnings or

assets, or permit any part of its earnings or assets to be used, in a manner that would disqualify the Corporation under the said provisions.

ARTICLE IX

DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation pursuant to Florida Statutes, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation by expending or transferring such assets in manner that the Board of Directors determines in its discretion to be most appropriate for the accomplishment of purposes consistent with the Corporation's own stated purposes that qualify for exemption under Section 501(c)(6). Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE X

AMENDMENTS TO BYLAWS

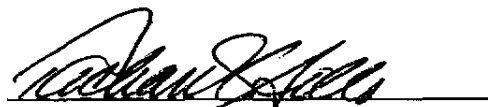
The power to adopt, alter, amend, or repeal the bylaws of the Corporation shall be vested in the directors in accordance with the provisions of the bylaws.

ARTICLE XI

REGISTERED AGENT

The street address of the initial registered office of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131. The name of the initial registered agent of the corporation at that address, who is authorized to receive service of process, is Intrastate Registered Agent Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this 29th day of May, 2003.



Richard P. Sills, Incorporator
c/o Holland & Knight LLP
Suite 100
2099 Pennsylvania Avenue, N.W.
Washington, D. C. 20006

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

WITNESSETH:

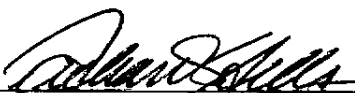
That GSM Latin America Association, Inc., desiring to organize under the laws of the State of Florida, has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-referenced corporation at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Section 617.0503, Florida Statutes.

Dated this 29th day of May, 2003.

INTRASTATE REGISTERED AGENT CORPORATION

By: 
Richard P. Sills
Vice President