

Kirkpatrick & Lockhart LLP

Miami Center- 20th Floor
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March 28, 2000

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Dawn T. Rosario
Legal Assistant
Direct Dial: 305.539.3335
Fax: 305.358.7095
E-mail: drosario@kl.com

100003188601--2
-03/29/00-01060-014
*****78.75 *****78.75

Re: International Wireless Services, Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation of International Wireless Services, Inc.

Enclosed is our firm's check in the amount of \$78.75 to cover your fees as follows:


Filing fee	\$ 35.00
Registered Agent Fee	35.00
Certified copy	8.75

Please return a certified copy of the Articles to the undersigned in the enclosed Federal Express Envelope. A completed Airbill, charging our firm's account, is enclosed.

Of course if any questions or comments should arise, please feel free to contact us.

Thank you for your cooperation in this matter.

Very truly yours,


Dawn T. Rosario
Legal Assistant

Enclosures
cc: Clayton E. Parker, Esq.

MI-98420.01

FILED
2000 MAR 29 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2000 MAR 29 AM 10:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

of

International Wireless Services, Inc.

The undersigned, acting as incorporator of International Wireless Services, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is International Wireless Services, Inc.

ARTICLE II

ADDRESS

The street address of this Corporation shall be 2701 N.W. 107 Avenue, Miami, Florida 33172.

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV

PURPOSE

The purpose of the Corporation shall be to engage in any and all business permitted according to the laws of the United States and Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 1,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be c/o Kirkpatrick & Lockhart LLP, 201 S. Biscayne Boulevard, 20th Floor, Miami, Florida 33131, and the registered agent for the Corporation at that address shall be Clayton E. Parker.

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

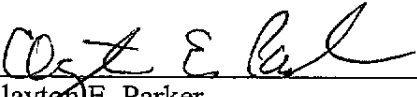
Name

Address

Clayton E. Parker

c/o Kirkpatrick & Lockhart LLP
201 S. Biscayne Blvd., 20th Floor
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of March, 2000.



Clayton E. Parker,
Incorporator

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2000 MAR 29 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

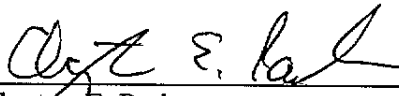
Certificate of Registered Agent

of

International Wireless Services, Inc.

Having been named to accept service of process for International Wireless Services, Inc., at the place designated in the foregoing Articles of Incorporation, Clayton E. Parker agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATE: March 28, 2000



Clayton E. Parker