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AdminExec Services, Inc.

123 Pathway Drive

Orlando, FL: 32825

407-282-3960 Fax: 4078-282-5696

May 13, 2000

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*****78.75 *****78.75

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32399

RE: EVOLVING SYSTEMS SOLUTIONS, INC.

Dear Sir or Madam:

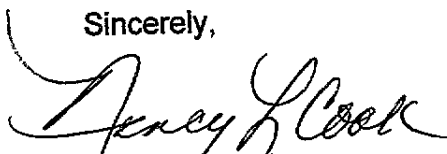
Enclosed please find enclosed:

1. An original and one copy of the Articles of Incorporation for the above referenced corporation.
2. An original Evolving Systems Solutions, Inc. Designation of Registered Agent/Registered Office and Registered Agent's Acceptance.
3. A check in the amount of \$78.75 to cover the fees associated with incorporating, designating a registered agent and obtaining a certified, file stamped copy of the Articles of Incorporation.

Please return the certified documents to me at the above address.

Thank you for your assistance.

Sincerely,


Nancy L. Cook

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 17 AM 9:53

FILED

Enclosures

† BROWN MAY 23 2000

**ARTICLES OF INCORPORATION
OF
EVOLVING SYSTEMS SOLUTIONS, INC.**

FILED
00 MAY 17 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of this corporation is **EVOLVING SYSTEMS SOLUTIONS, INC.**, (hereinafter "Corporation").

ARTICLE II - PURPOSE OF CORPORATION

This Corporation is organized for the purpose of transacting any lawful business for which corporations may be organized under the laws of the United States and the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 2591 Porterview Way, Orlando, Florida 32812 and the mailing address is the same.

ARTICLE IV - INCORPORATOR

The name and street address of the initial incorporator of this Corporation is as follows:

Stephen Spence
2591 Porterview Way
Orlando, Florida 32812

ARTICLE V - BOARD OF DIRECTORS AND OFFICERS

The number of directors and officers may be either increased or decreased from time to time as provided by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this Corporation are:

**Stephen Spence - President
Donna Spence - Vice President
Donna Spence - Secretary/Treasurer**

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE VI – CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is **Seven Thousand Five Hundred (7,500)** shares of common stock, each share having the par value of **One Dollar (\$1.00)**.

ARTICLE VII – INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial Registered Agent is as follows:

Stephen Spence
2591 Porterview Way
Orlando, Florida 32812

ARTICLE VIII – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

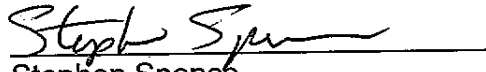
ARTICLE IX – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE X – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

The undersigned has executed these Articles of Incorporation on this 13th day of May, 2000.


Stephen Spence

**EVOLVING SYSTEMS SOLUTIONS, INC.'S
CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE
AND REGISTERED AGENT'S ACCEPTANCE**

FILED
00 MAY 17 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, **EVOLVING SYSTEMS SOLUTIONS, INC.**, organized under the laws of the State of Florida, hereby designates its registered office and Registered Agent as:

STEPHEN SPENCE
2591 Porterview Way
Orlando, Florida 32812

Date: 5-13-00

EVOLVING SYSTEMS SOLUTIONS, INC.

by: Stephen Spence
Stephen Spence

Having been named as Registered Agent to accept service of process for **EVOLVING SYSTEMS SOLUTIONS, INC.** at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I am familiar with and agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties.

Date: 5-13-00

Stephen Spence
Stephen Spence
Registered Agent
EVOLVING SYSTEMS SOLUTIONS, INC.