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

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. BOX 6327
Tallahassee, Florida 32314

January 18, 2001

Re: New Corporation: GLOBAL WIRELESS SERVICES, INC.


Dear Division of Corporations:

Attached please find the signed Articles of Incorporation for processing
along with our check in the amount of \$78.75.

Any further information required, please feel free to contact us.

Thank you.

Sincerely,


Mary Ellen Black
Assistant to
GERALD BERTON

Att.

G. BERTON
555 NE 15 ST. CU-10
MIAMI FL 33132 ✓

FILED
01 JAN 25 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FL 09007

10-26-01
1/26/01

ARTICLES OF INCORPORATION
OF

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: GLOBAL WIRELESS SERVICES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall

GLOBAL WIRELESS SERVICES, INC.
555 N.E. 15th Street, Suite CU-10
Miami, Florida 33132

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial agent is:

Gerald Berton
GLOBAL WIRELESS SERVICES, INC.
555 N.E. 15th Street, Suite CU-10
Miami, Florida 33132

ARTICLE V INCORPORATION

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

Gerald Berton
GLOBAL WIRELESS SERVICES, INC.
555 N.E. 15th Street, Suite CU-10
Miami, Florida 33132

The undersigned incorporator has executed these Articles of Incorporation this 18th day of January, 2001.

Signature 

Signature _____

FILED
01 JAN 25 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: GLOBAL WIRELESS SERVICES, INC.
2. The name and address of the registered agent and office is:

Gerald Berton
GLOBAL WIRELESS SERVICES, INC.
555 N.E. 15TH Street, Suite CU-10
Miami, Florida 33132

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

(Gerald Berton)

Date: January 18, 2001

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TALLAHASSEE, FLORIDA