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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

UMBRELLA WIRELESS, INC.

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ARTICLES OF INCORPORATION
OF
UMBRELLA WIRELESS, INC.

ARTICLE I

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

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2950 S.W. 27th Ave.

ARTICLE III

This Corporation shall have authority to issue (20,000,000) shares of Common Capital Stock having a par value of \$.001 per share., and (10,000,000) shares of preferred Shares, par value of \$.001 per share (the "Preferred Shares"), the rights and preferences of which may be established from time to time by the company's Board of Directors.

ARTICLE IV

The name and street address of the initial registered agent is CORPDIRECT AGENTS, 103 N. Meridian, Lower Level, Tallahassee, Florida 32301

ARTICLE V

The Board of Directors of the Corporation shall consist of at least (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is six (6), and the name and address of the members of the initial Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified are:

Gerald Heller
2950 S.W. 27th Ave.
Suite 110
Miami FL, 33133

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Vladislav Oleyuik
2950 S.W. 27th Ave.
Suite 110
Miami FL, 33133

Clement S. Harary
2950 S.W. 27th Ave.
Suite 110
Miami FL, 33133

Anatoli Shaykevich
2950 S.W. 27th Ave.
Suite 110
Miami FL, 33133

Richard C. Bulman
2950 S.W. 27th Ave.
Suite 110
Miami FL, 33133

Reginald Hardy
2950 S.W. 27th Ave.
Suite 110
Miami FL, 33133

ARTICLE VI

The name of the Incorporator is Jorge Gutierrez, Esq. and the address of the Incorporator is Greenberg Traurig, P.A. 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 27th day of February, 2000.



Jorge Gutierrez, Esq.
Incorporator

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Umbrella wireless, inc. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CorpDirect Agents


Its Agent Cynthia Hicks

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