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Barbara's Personal Services, Inc.
PARALEGAL & SECRETARIAL
SUITE 2A
152 8th AVENUE S.W.
LARGO, FLORIDA 33770-3613

NOTARY PUBLIC

TELEPHONE 727 559-8505
FACSIMILE 585-9184

April 4, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-04/11/01--01085--023
*****78.75 *****78.75

TRANSMITTAL LETTER

SUBJECT: G & R WIRELESS, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:
Seventy-eight & 75/100 dollars (\$78.75) for Filing Fee and Certificate of Status.

Thank you.

FROM: Barbara S. Hicks
152 8th Avenue, SW, Suite 2A
Largo, Florida 33770-3613
(727) 559-8505

Sincerely,



Barbara S. Hicks

FILED
01 APR 11 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK APR 16 2001

(4)

ARTICLES OF INCORPORATION

The undersigned incorporators, 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:

G & R WIRELESS, INC.

ARTICLE II PRINCIPAL OFFICE

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

251 Michigan Street

Orlando, FL 32806

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **One Thousand (1,000) shares.**

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Andy Restrepo
251 Michigan Street
Orlando, FL 32806
813/ 598-3193**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporations are:

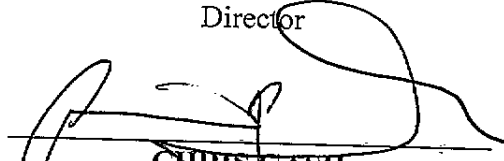
ANDY RESTREPO
Director

CHRIS GASH
Director

251 E. Michigan Street
Orlando, Florida 32806

The undersigned incorporators have executed these Articles of Incorporation this 2
day of April, 2001.


ANDY RESTREPO
Director


CHRIS GASH
Director

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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.

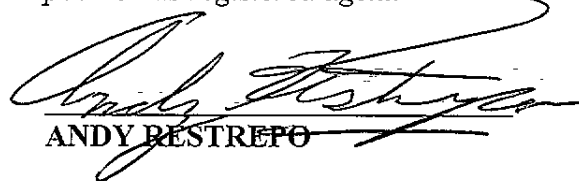
1. The name of the corporation is: _____

G & R WIRELESS, INC.

2. The name and address of the registered agent and office is:

ANDY RESTREPO
251 E. Michigan Street
Orlando, FL 32806
813/ 598-3193

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


ANDY RESTREPO

This 4 day of April 2001.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA