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GERALD WEINBERG, P.C.

Attorneys at Law
90 State Street
Albany, New York 12207

Gerald Weinberg
Lawrence A. Kirsch

Telephone (800) 342-9856
Fax (800) 354-3381

FILED
01 MAY 17 AM 10:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MAY 11, 2001

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

800004243348--4
-05/18/01--01003--019
*****70.00 *****70.00

Re: SOUTHERN WIRELESS DISTRIBUTORS, INC.

Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

Very truly yours,

Lawrence A. Kirsch

Lawrence A. Kirsch

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ARTICLES OF INCORPORATION

01 MAY 17 AM 10:21

SOUTHERN WIRELESS DISTRIBUTORS, INC. SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

ARTICLE I NAME

The name of the corporation is SOUTHERN WIRELESS DISTRIBUTORS, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation shall be:

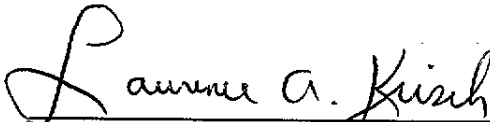
3442 North West 110th Way
Coral Springs, Florida 33065

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to this articles of incorporation is:

Lawrence A. Kirsch
90 State Street
Albany, New York 12207

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of May, 2001.


LAWRENCE A. KIRSCH

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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: SOUTHERN WIRELESS DISTRIBUTORS, INC.

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

NationsCorp Registered Agents, Inc.

526 E. Park Avenue

Tallahassee, FL 32301


Signature/Registered Agent
Jrc855