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LAW OFFICES OF DONALD K. CORBIN, ESQ.

2631 East Oakland Park Blvd, Suite 106

Ft. Lauderdale, Florida 33306
U.S.A.

Phone 954-565-1130
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May 17, 2001

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

8000004326368--2
-05/29/01--01152--006
*****78.50 *****78.50

RE: Phones U.K., INC.

Dear Sir or Madam:

Please find enclosed the Initial Articles of Incorporation of Phones U.K., Inc.

Also, find enclosed a Money Order in the amount of \$78.50 for the initial filing fee and associated costs.

Very Truly Yours,


Donald K. Corbin, Esq

FILED
01 MAY 29 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-5-01
WJ

ARTICLES OF INCORPORATION
OF
PHONES U.K., INC.

FILED
01 MAY 29 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purposes of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of said State of Florida.

ARTICLE I

The name of this corporation shall be:

PHONES U.K., INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is SEVEN THOUSAND FIVE HUNDRED (7500) shares of common stock, with only FIVE HUNDRED (500) being issued at this time, each having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principal office of the corporation shall be
36 North Ocean Boulevard
Pompano Beach, Florida 33302

ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more than five (5).

ARTICLE VIII

The names and street addresses of the members of the Board of Directors of this corporation are as follows:

William Griggs, President
36 North Ocean Boulevard
Pompano Beach, Florida 33302

Earl J. Kvingedal
3200 NE 36th Street
Ft. Lauderdale, Florida

ARTICLE IX

The names and street addresses of the persons signing these Articles of Incorporation as subscriber are as follows:

William Griggs
36 North Ocean Boulevard
Pompano Beach, Florida 33302

Earl J. Kvingedal
3200 NE 36th Street
Ft. Lauderdale, Florida

ARTICLE X

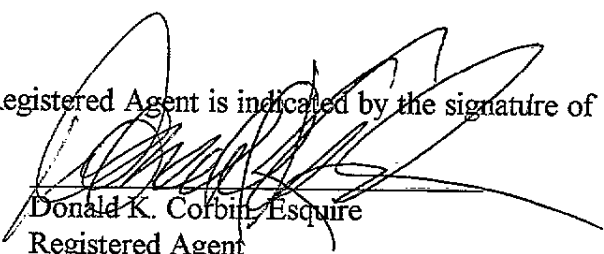
The corporate existence of this corporation shall begin on the date that the Articles of Incorporation are filed of record.

ARTICLE XI

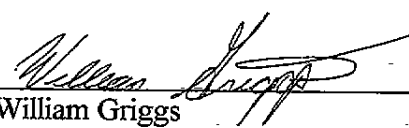
The Registered Office of this corporation shall be that of Donald K. Corbin, Esquire, who is designated Registered Agent and whose address is:

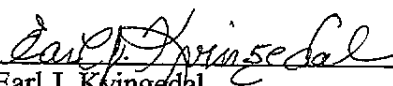
2631 East Oakland Park Boulevard, Suite 106
Ft. Lauderdale, Florida 33306

Acceptance of the designation of Registered Agent is indicated by the signature of said agent.


Donald K. Corbin, Esquire
Registered Agent

IN WITNESS THEREOF, the undersigned, William Griggs, being a natural person, competent to contract, has hereunto set his hand and seal this 24th day of MAY, 2001


William Griggs
Incorporator


Earl J. Kvingedal,
Incorporator

BEFORE ME, the undersigned authority authorized to take acknowledgments, personally appeared William Griggs, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid.


Notary Public

My commission expires:



BEFORE ME, the undersigned authority authorized to take acknowledgments, personally appeared Earl J. Kvingedal, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid.


Notary Public

My commission expires:

