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AUTHORIZATION :

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*Patricia Pizeto*

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2001 JUL 20 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ORDER DATE : July 20, 2001

ORDER TIME : 11:48 AM

ORDER NO. : 230537-005

CUSTOMER NO: 96749A

000004488230--6

CUSTOMER: Rebecca J. Del Medico, Esq  
Rebecca J. Del Medico, Esq

6281 Floridian Circle

Lake Worth, FL 33463

DOMESTIC FILING

NAME: WIRELESS CREDIT TRANSFERS  
SHAREHOLDERS TRUST, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112

EXAMINER'S INITIALS:

FILED  
2001 JUL 20 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
TO ADOPT  
SUFFICIENCY OF FILING

*16*  
*7/20/01*

**ARTICLES OF INCORPORATION  
OF  
WIRELESS CREDIT TRANSFERS SHAREHOLDERS TRUST, INC.**

**FILED**

2001 JUL 20 PM 2:08

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Article I Name**

The name of this corporation is **Wireless Credit Transfers Shareholders Trust, Inc.**

**Article II Principal Address**

777 E. Atlantic Ave.  
Suite 218  
Delray Beach, FL 33483

**Article III Commencement**

This corporation shall commence on the date of the filing of these Articles.

**Article IV Purpose**

This corporation is organized for the purpose of transacting any or all lawful business.

**Article V Capital Stock**

This corporation is authorized to issue 50,000,000 shares of, \$.0001 par value, common stock and 5,000,000 shares of, \$.0001 Par value, Preferred Stock, the rights and preferences of which shall be established by the corporation's Board of Directors.

**Article VI - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 6281 Floridian Circle, Lake Worth, Florida 33463 and the name and address of the initial registered agent is Rebecca J. Del Medico, Esq., 6281 Floridian Circle, Lake Worth, Florida 33463.

#### **Article VII Board of Directors**

The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws.

#### **Article VIII - Incorporator**

The name and address of the person signing these articles is:

Rebecca J. Del Medico  
6281 Floridian Circle  
Lake Worth, Florida 33463

#### **Article IX - Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

#### **Article X - Indemnification**

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

#### **Article XI - Amendment**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### **Article XII - Affiliated Transactions**

This corporation elects not to be subject to the provisions of Section 607.0901, Florida Statutes, regarding affiliated transactions.

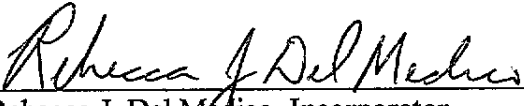
**Article XIII - Control-Share Acquisitions**

This corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes, regarding control-share acquisitions.

**Article XIV - Preemptive Rights**

The Shareholders of the corporation shall have no preemptive rights.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 19th day of July 2001.

  
\_\_\_\_\_  
Rebecca J. Del Medico, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST-THAT **Wireless Credit Transfers Shareholders Trust, Inc.**  
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF  
AVENTURA, STATE OF FLORIDA, HAS NAMED REBECCA J. DEL MEDICO, ESQ.  
(CITY) (STATE) (REGISTERED AGENT)

LOCATED AT 6281 Floridian Circle  
CITY OF LAKE WORTH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF  
PROCESS WITHIN FLORIDA.

SIGNATURE

Rebecca J. Del Medico

TITLE:

Incorporator

DATE:

July 19, 2001

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TALLAHASSEE FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

Rebecca J. Del Medico  
Rebecca J. Del Medico, Registered Agent

DATE:

July 19, 2001