

Aug - 16, 2001

PO1000083016

To whom it may concern:

- Find, herewith, a money order for \$122.50

Along with Articles of Inc. for wireless & Cellular, Inc.

From

500004542745-2
-08/20/01-01108-022
****122.50 ****78.75

FARIDA HUSSAIN
11987 Southern Blvd
Royal Palm Bch, Fl. 33411
(561) 793-7449.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Thank-You.

AUG 22 2001

**CERTIFICATE OF INCORPORATION
OF
WIRELESS & CELLULAR, Inc.**

We, the undersigned subscriber (s) of these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together to form a corporation under the laws of the state of Florida.

Article I: Name:

The name of the corporation shall be:
WIRELESS & CELLULAR, Inc.

Article II: Nature of Business

The general nature of business to be transacted by this corporation is:

- (a) To conduct telecommunications related business, including but not limited to buying and selling cellular & wireless phones, satellite dishes, beepers, prepaid long distance phone cards, related services, accessories, etc.
- (b) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of real and personal property, and services of every class, kind and description, EXCEPT that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal or cemetery company, a building and loan association, cooperative association, fraternal benefit society, state fair or exposition.
- (c) To conduct business in, have one or more offices in, and buy, hold mortgage sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the state of Florida and in all other states and countries.
- (d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure payment of corporate indebtedness as required.
- (e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

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- (f) To carry on any lawful business necessary to incidental to the attainment of the objects of the corporation whether or not such business is similar in nature to the objects enumerated herein.

Article III: Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares at US\$1.00 par value, per share. Shares of Stock of this corporation shall be paid for in cash at a valuation to be fixed by the affirmative vote of the majority of the Board of Directors, but may be paid due by property, labor of services, whenever the Board of Directors so authorizes.

Article IV: Initial Capital and Terms of Existence

The amount of capital with which this corporation shall begin business is at least US\$500.00. The proceeds of stock will be for at least as much as the amount necessary to begin business. After business has begun, the corporation shall have perpetual existence.

Article V: Address.

The initial principle office of the corporation is to be located at the street address below, which shall be the initial registered office of the corporation:
1525 S.W. 101st Way # 205, Pembroke Pines, Florida 33025

Article VI: Registered Agent.

The name of the initial registered agent shall be SEE ATTACHED as it's registered to accept service of the process within this state.

Article VII: Directors.

This corporation shall have no less than one (1) Director initially and at least one of the directors shall be residing in the United States of America. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders but shall never be less than one. The names and Post Office addresses of the members of the first Board of Directors, who, subject to the provisions of these Certificate of Incorporation, the By-Laws and the laws of the State of Florida shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are as follows;

Name	Office	Address
Hussain, Farida	President	11987 Southern Blvd Royal Palm Beach, Florida 33411

Article VIII: Subscribers.

The names and Post office addresses of each subscriber of this corporation and the number of shares of stock this corporation, which each agrees to hold, and the price paid, therefore, is as follows:

Name	Address	No. of Shares
Hussain, Farida	11987 Southern Blvd Royal Palm Beach, Florida 33411	100 %

These Articles of Incorporation may be amended in a manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' Meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

In witness thereof, the undersigned have made and subscribed to this Certificate of Incorporation at Dade county, State of Florida, for the uses and purposes aforementioned, this 7th Day of August, 2001

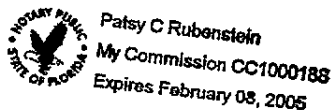
Hussain, Farida Farida Hussain (SEAL)

STATE of Florida, County of DADE

I HEREBY CERTIFY that on this 15th Day of August 2001, personally appeared before me, the undersigned, a Notary Public for the State of Florida-at-Large, the aforementioned parties to the foregoing Certificate of Incorporation, and who severally and individually acknowledged that he or she did make, subscribe and acknowledged that he or/and she did make, subscribe and acknowledged the foregoing Certificate of Incorporation as an for his or her voluntary act and deed, and that the facts herein set forth are true and correct as given under my hand and official seal, the day and year last above written at MIAMI, FLORIDA

Notary Public, STATE of FLORIDA

Patsy C Rubenstein



CERTIFICATE OF DESIGNATION 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: WIRELESS & CELLULAR, Inc.
2. The name and address of the registered agent and office is:

HUSSAIN, FARIDA

11987 Southern Blvd

Royal Palm Beach, Florida. 33411

SIGNATURE:

Farida Hussain

Title:

President

Date:

August 15th, 2001

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TALLAHASSEE, FLORIDA

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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 AN ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:

Farida Hussain

DATE:

08-15-01