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November 29, 2001

Secretary of State
Division of Corporations
Attn: New Filing Section
409 East Gaines Street
Tallahassee, Florida 32399

700004701907--3
-12/03/01-01039-004
*****78.75 *****78.75

700004701907--3
-12/03/01-01039-005
*****8.75 *****8.75

Filing New Corporation

Dears Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation of **SANDS RIVER WIRELESS CARRIER, INC.** together with a check in the amount of \$78.75 representing the filing fees and costs for a certified copy of the Articles of Incorporation, as filed. Also enclosed is a separate check for \$8.75 to cover the cost of a certificate of status and good standing.

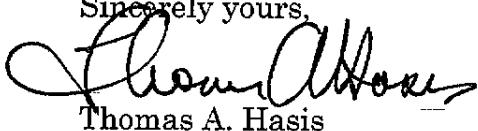
EFFECTIVE DATE
11-29-01

We are aware that there was a previous corporation named **SANDS RIVER WIRELESS, INC.**, Document number P00000087829, which was incorporated in 2000, but this filing is distinguishable from that corporation as the corporate name of this corporation including the word "CARRIER" in its main name and the prior corporation was voluntarily dissolved on 2/26/2001.

There is a limited liability company, **SANDS RIVER WIRELESS, LLC.**, Document number L01000001226, filed in 1/24/2001, but this filing is distinguishable from that limited liability company as the corporate name of this corporation including the word "CARRIER" in its main name as well as ending with "INC." whereas the other entity's name ends only with "LLC" indicating its status as a separate and distinct limited liability company.

Please note the EFFECTIVE DATE IS NOVEMBER 29, 2001.

Sincerely yours,


Thomas A. Hasis

T. Burch DEC 6 2001

ARTICLES OF INCORPORATION

OF

SANDS RIVER WIRELESS CARRIER, INC.

The undersigned, acting as the sole Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of the corporation is **SANDS RIVER WIRELESS CARRIER, INC.**

ARTICLE II - PRINCIPAL OFFICE/MAILING ADDRESS

The principal office of the corporation is 10800 Biscayne Blvd, Suite 650, Miami, Florida 33161. The mailing address of the corporation is 10800 Biscayne Blvd, Suite 650, Miami, Florida 33161.

EFFECTIVE DATE
11-29-01

ARTICLE III - CAPITAL STOCK

The number of shares the corporation is authorized to issue is One Hundred Thousand (100,000) shares having no par value for each share.

ARTICLE IV - PREEMPTIVE RIGHTS

No preemptive rights shall be granted to shareholders.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 10800 Biscayne Blvd, Suite 650, Miami, Florida 33161 and the name of the initial registered agent of this corporation at that address is DAVID RAHAMIN.

ARTICLE VI - INCORPORATORS

The name and address of the sole Incorporator is:
DAVID RAHAMIN, 10800 Biscayne Blvd, Suite 650, Miami, Florida 33161

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The name and address of the initial director is:
GREGORY M. NOWLING, 10800 Biscayne Blvd, Suite 650, Miami, Florida 33161

01DEC-3 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE VIII - PURPOSE

This corporation is organized for the following purposes:

- (a) To engage in the communications and telecommunications business and related services;
- (b) To acquire by purchase, lease, exchange, or otherwise lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation; to buy, sell, mortgage, exchange, lease, hold for investment, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein;
- (c) To acquire, by purchase, lease, manufacture, exchange, or otherwise any personal property deemed necessary or useful in the conduct of the business of the corporation, and to lease, rent, encumber, sell or otherwise dispose of any personal property at any time owned or held by the corporation;
- (d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate indebtedness;
- (e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote

such stock;

(f) To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, partnership, association or corporation, and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same, including purchased of its own shares;

(g) To engage in the transaction of any and all business and to do and perform any and all of such other acts and things as may be permitted of a corporation for profit under the laws of the United States of America and of the State of Florida relative to corporations for profit, as now existing, or as the law may henceforth provide.

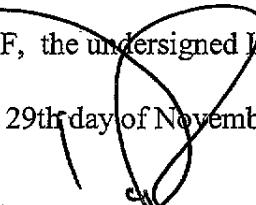
ARTICLE IX - EFFECTIVE DATE

The effective date of these Articles of Incorporation is November 29, 2001.

ARTICLE X - AMENDMENT

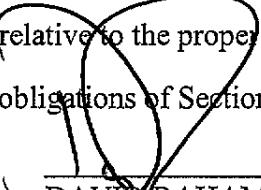
This power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Shareholders by a majority vote.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this the 29th day of November, 2001.


DAVID RAHAMIN
Sole Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent for **SANDS RIVER WIRELESS CARRIER, INC.** I hereby accept 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 and I accept the duties and obligations of Section 607.0505 Florida Statues.


DAVID RAHAMIN
Registered Agent