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ARTICLES OF INCORPORATION OF

INTERNATIONAL WIRELESS EXPRESS,
CORPORATION

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**CERTIFICATE OF INCORPORATION
OF
INTERNATIONAL WIRELESS EXPRESS, CORPORATION

ARTICLES OF INCORPORATION**

ARTICLE I

The name of the Corporation shall be:
INTERNATIONAL WIRELESS EXPRESS, CORPORATION

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on by this corporation shall be:

- a. This corporation is organized with the purpose to engage in the multiple services related to administrative offices and all other lawful related activities permitted under the laws of the State of Florida and the United States of America.
- b. To enter into, make and perform contracts to any person, firm association or corporation, town, city, country, state, territory or government.
- c. To purchase or otherwise acquire and to hold, own maintain or otherwise dispose of and deal in lands and leaseholds, and any franchises, rights in real property, and personal and mixed property, and any rights, licenses or privileges necessary, convenient or appropriate for any of the person, whether as principals, agents trustee or otherwise.
- d. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the law of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, include the rights to vote thereon.
- e. To purchase, hold sell and transfer the shares of capital stock except from the surplus of stocks belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or votes.
- f. To do all and everything necessary and proper for the accomplishment of the objectives enumerated in these Articles of Incorporation as necessary or incidental to the attainment of the objectives although

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- g. Corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and to do any all things herein before set forth the same extent as natural person might or could do.

ARTICLE III

The maximum number of shares of stock which this corporation shall have outstanding anytime shall be five hundred shares all of which shall be \$10.00 per value and each of which shares shall be issued fully paid and non-assessable, and shall be payable in lawful monies of the United States of America, or in service of property at just valuation, to be fixed by the Director of this Corporation at the organizational meeting, or any other meeting held for that purpose.

ARTICLE IV

The initial registered officer of the corporation is Leocadio R. Suarez. President and the initial registered agent at such address is 3401 NW 32nd Avenue Miami, Florida 33142.

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The initial Post Office Address of the principal office of this corporation in the State of Florida is 3401 NW 32nd Avenue Miami, Florida 33142.

ARTICLE VII

This corporation shall have Directors initially. The number of directors may be increased or diminished from time to time, by law adapted by the stockholders, but never be less than two.

ARTICLE VIII

The names and post office addresses of the first Board of Directors and officers of this Corporation who shall hold office for the first year of its existence or until successors are elected and qualified, are as follow:

Leocadio R. Suarez (Full name)	President-Treasurer (Title)	19050 NW 84 th Place Miami, Fla. 33015 (Address)
Virgilio Barrous (Full Name)	Vice President (Title)	3616 SW 113 th Court Miami, Fla. 33165 (Address)
Juan Carlos Lopez	Secretary	6911 NW 87 th Avenue Miami, Fla. 33166

ARTICLE IX

The names of post office addresses of the subscriber of the Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, the total aggregate amount of capital with which the corporation will begin business, is as follows:

ARTICLE X

The management and control of the business of the Corporation shall be conducted under the directions of the Board of Directors by offices who shall be elected by the Board of Directors, to-wit; a president, one or more Vice-President treasurer, and a Secretary, one or more said officers may hold one or more offices except that the President may not also be the Secretary or Assistant Secretary. No person holding two offices shall act in or execute any instrument in the capacity of more than one office.

ARTICLE XI

These Articles of Incorporation may be amended in the 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.

ARTICLE XII

In furtherance, and not in limitation of the power conferred by Statutes the Board of Directors is expressly authorized:

- a. To adopt and amend the by-laws of this Corporation provided by amendments thereto and not inconsistent with the by-laws adopted by the stockholders.
 - b. To authorized and cause to be executed mortgages and liens upon to real and personal property of this corporation.
 - c. To set apart out of any funds of the corporation available for dividends a reserve or reserves in the manner in which it was created.
 - d. When an authorized by the affirmative vote of stockholders of records holding stock in the corporation entitling them to exercise at least a majority of the voting power given at stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of this property and assets, including its good will and its corporate franchises, or any property of assets essential to the business of the corporation, upon the terms and conditions its Board of Directors deem expedient and for the best interest of the Corporation.
- IN WITNESS WHEREOF, the incorporators have hereunto set their respective hands and seal this 3rd day of January 2002.


Leopoldo R. Suarez
President-Treasurer


Virgilio Barrous
Vice-President


Juan Carlos Lopez
Secretary

STATE OF FLORIDA)

SS

COUNTY OF DADE)

Before me the undersigned authority, personally appeared to me known to be the person described as the Resident Agent and Initial Registered Agent, as set forth in these Articles of Incorporation.

Sworn to and subscribed before me this 3rd day of January 2002. Signed in Dade County.


Milagros Suarez
Notary Public
State of Florida at large



Milagros Suarez
Commission # CC 945972
Expires Aug. 4, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

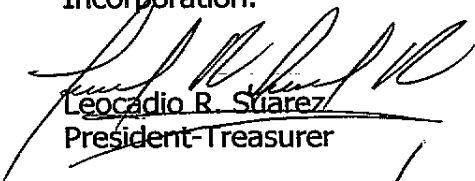
My commission expires

STATE OF FLORIDA)

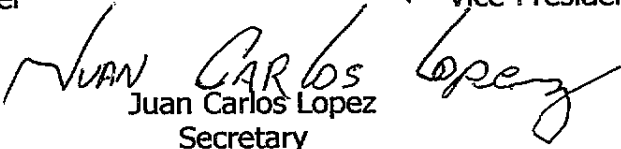
SS

COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, Notary Public, duly authorized in the State of named above to take acknowledgements, personally appeared: Leocadio R. Suarez, Virgilio Barrous, Juan Carlos Lopez, to be known to be the persons described as subscribers in an who executed the foregoing Articles of Incorporation and acknowledged before that they subscribed to those Article of Incorporation.


Leocadio R. Suarez
President-Treasurer


Virgilio Barrous
Vice-President


Juan Carlos Lopez
Secretary

Sworn and subscribed before me this 3rd day of January 2002. Signed in Dade County.


Milagros Suarez
Notary Public
State of Florida at large



Milagros Suarez
Commission # CC 945972
Expires Aug. 4, 2004
Bonded Thru
Atlantic Bonding Co., Inc

My commission expires

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision 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.

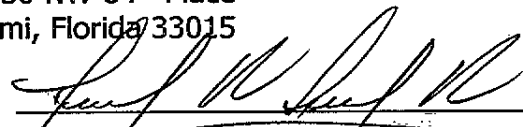
1. The name of the Corporation is INTERNATIONAL WIRELESS EXPRESS, CORPORATION.
2. The name and address of the registered agent and office is:

Leocadio R. Suarez
19050 NW 84th Place
Miami, Florida 33015

SIGNATURE:

TITLE:

DATE:


PRESIDENT - TREASURER
JANUARY 3, 2002

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 and accept the obligation of my position as registered agent.