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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. FREE WIRELESS, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2002 FEB 27 PM 12:58

FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

02 FEB 27 AM 11:03

RECEIVED

Examiner's Initials

✓
02/27/02

FILED

2002 FEB 27 PM 12:58

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF**

FREE WIRELESS, INC.

The undersigned subscriber(s) to these articles of incorporation, natural person(s) competent to contract; hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATION NAME

FREE WIRELESS, INC.

ARTICLE II - DURATION

The corporation will exist perpetually, unless dissolved according to the law of the State of Florida

ARTICLE III - PURPOSE

This corporation is organized for engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One thousand (1000) shares of ten dollars (\$10.00) per share, which will be designated "Common Shares"

ARTICLE V - INITIAL REGISTERED AGENT

The name and street address of the Initial Registered Agent of this corporation is as follow:

Liropeya Estevez
369 NE 191 Street, Apt. 105
Miami, Florida 33179

ARTICLE VI – INITIAL BOARD OF DIRECTORS

The corporation will have One (1) director(s) initially the number of director(s) may be either increased or diminished from time to time by the Law, but will never be less than one (1) The name and address of the Initial Director of the corporation will be the following:

NAME	ADDRESS	OFFICER
Liropeya Estevez	369 NE 191 St. Apt. 105 Miami, Florida 33179	President

The method of electing directors will be stated in the corporation, bylaws

ARTICLE VII – INCORPORATOR

The name (s) and address of the person (s) signing these articles of incorporation is as following:


Liropeya Estevez
369 NE 191 Street, Apt. 105
Miami, Florida 33179

ARTICLE VIII – CORPORATION OFFICE

The corporation's principal office and mailing address shall be as follows:

369 NE 191 Street, Apt. 105
Miami, Florida 33179

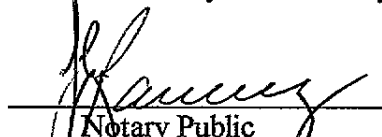
IN WITNESS WHEREOF, the undersigned subscriber (s), has executed these articles of incorporation this 26th day of February 2002, at Miami, Florida.


Liropeya Estevez

STATE OF FLORIDA
COUNTY OF MIAMI - DADE

Before me, a notary public authorized to take acknowledgement in the State and County set for above, personally appeared, Liropeya Estevez, Known to me to be the person (s) who executed the articles of incorporation, and who acknowledge before me that they executed these articles of incorporation.

IN WITNESS WHEREOFF, I have hereunto affixed my hand and seal, in the State and aforesaid County this February 26, 2002


Notary Public



7/30/02
My commission expires on

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT OF

FREE WIRELESS, INC.

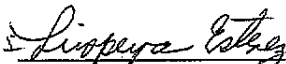
Pursuant to Florida statutes, sections 48.091 and 607.034, the following is submitted.
The above corporation wanting to organize under the laws of the State of Florida, with
the office located as it is shown in the Articles of Corporation at:

369 NE 191 Street, Apt. 105
Miami, Florida 33179

Has named, Liropeya Estevez as his first Registered Agent to accept service of process
within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above state of a corporation at the
Place designated in this certificate, I, with this, accept to act in this capacity and agree to
comply with the provisions of the Florida Law in keeping open said office.


Registered Agent