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June 4, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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06/10/02 01050--002

*****70.00 *****70.00

Re: Articles of Incorporation of HB Wireless, Inc.

To Whom It May Concern,

Enclosed is an original and one (1) copy of the articles of incorporation and a check in the amount of \$70.00 for the requisite filing fee for the incorporation of the above-referenced corporation.

Kindly direct any communications concerning this corporation to the undersigned at the above-referenced address or telephone numbers.

Sincerely,


Mariano R. Gonzalez, Esq.

Enclosures

02 JUN 10 AM 8:50
SECRETARY OF STATE
DIVISION OF CORPORATIONS
SMITHSONIAN 2002

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**ARTICLES OF INCORPORATION
OF
HB WIRELESS INC.**

02 JUN 10 AM 8:59
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The undersigned, for the purpose of forming a corporation for pecuniary profit under the provisions of Chapter 607 of the Florida Statutes, hereby makes, subscribes, acknowledges, and files the following Articles of Incorporation:

ARTICLE I - Name

The name of this corporation is **HB Wireless Inc.**

ARTICLE II - Duration and Commencement

This corporation shall have a perpetual existence, commencing on the date of the filing of these Articles by the Department of State.

ARTICLE III - Purpose

This corporation shall have the authority to engage in any lawful business authorized under the laws of the United States of America and the State of Florida, including, but not limited to, performing any and all acts whatsoever in order to implement the business purpose of this corporation.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of common stock having a \$1.00 par value per share. These stocks shall be designated as common stocks.

ARTICLE V - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by a vote of the majority of the shareholders, but shall never be less than one. The name and address of the initial directors of this corporation is as follows:

**Hussein Baajour
5410 N.W. 72nd Avenue
Miami, Florida 33166**

ARTICLE VI - Initial Registered Office and Agent

The name and address of the initial registered agent and the initial registered office is **Mariano R. Gonzalez, Jr., Mariano R. Gonzalez, P.A., 15600 N.W. 87th Avenue, Suite 308, Miami Lakes, Florida 33014.**

ARTICLE VII - Principal Place of Business and Mailing Address

The principal place of business and mailing address of this corporation is: **5410 N.W. 72nd Avenue, Miami, Florida 33166.**

ARTICLE VIII - Bylaws

The bylaws of this corporation may be adopted, altered, amended or repealed by a majority of the shareholders.

ARTICLE IX - Indemnification

This corporation shall indemnify any officer, director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE X - Incorporator

The name and address of the person signing these Articles of Incorporation is: **Hussein Baajour, 5410 N.W. 72nd Avenue, Miami, Florida 33166.**

ARTICLE XI - Amendment

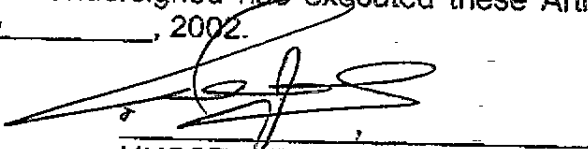
The Articles of Incorporation may be altered, amended, changed, rescinded or additional articles may be adopted by a majority vote of the shareholders of the corporation.

ARTICLE XII - Officers

The corporation shall have a president and secretary and may have additional and assistant officers, including, without limitation thereto, one or more vice-presidents, assistant secretaries, and assistant treasurers. A person may hold more than one office at one time. Such officers shall be elected by the board of directors. The board may remove any or all of the officers from office with or without cause and at such time as the board may determine. The names, addresses and positions of the persons who will serve as the initial officers of the corporation are as follows:

Hussein Baajour
President and Secretary
5410 N.W. 72nd Avenue
Miami, Florida 33166

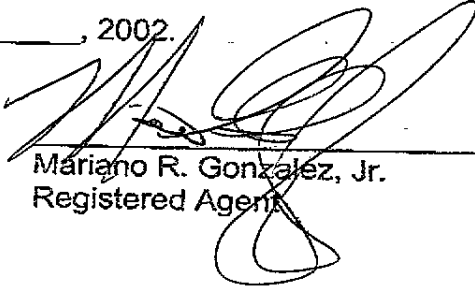
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 27 day of May, 2002.


HUSSEIN BAAJOUR

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned person hereby agrees to act in this capacity, and further agrees to comply with the provision of all statutes relative to the proper and complete discharge of his duties.

DATED this 27 day of May, 2002.


Mariano R. Gonzalez, Jr.
Registered Agent

02 JUN 10 AM 8:59
SECRETARY OF STATE
DIVISION OF CORPORATIONS