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PD2000066 335
Jun 6, 2002

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

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-06/14/02--01054--020
***122.50 ***78.75

Re: Air Florida Wireless, Inc.
Our File No. 02-139

To Whomever It May Concern:

Attached hereto for filing are Articles of Incorporation for Air Florida Wireless, Inc., together with a check in the amount of \$122.50.

Thank you for your attention to this matter.

Sincerely yours,

[Signature]
Ernie C. Lisch

ECL/dez
enc.

FILED
02 JUN 14 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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6/17

**ARTICLES OF INCORPORATION
OF**

AIR FLORIDA WIRELESS, INC.

ARTICLE I - NAME AND CORPORATE ADDRESS

The name of this corporation is AIR FLORIDA WIRELESS, INC. with its mailing address and principal office located at 5917 Manatee Avenue West, Bradenton, Florida 34209.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 1,000 shares of common stock have a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 5917 Manatee Avenue West, Bradenton, Florida 34209, and the initial registered agent of this corporation at such office shall be Jennifer C. Jones, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time, but in no case shall the number of directors be less than one. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Jennifer C. Jones	8121-11th Avenue N.W. Bradenton, Florida 34209

ARTICLE VII - INCORPORATORS

The names and street addresses of the persons signing these Articles of Incorporation are:

Name

Jennifer C. Jones

Address

8121-11th Avenue N.W.
Bradenton, Florida 34209

ARTICLE VIII - INITIAL OFFICERS

The names and street addresses of the initial officers of this corporation are:

Jennifer C. Jones - President/Secretary/Treasurer
8121-11th Avenue N.W.
Bradenton, Florida 34209

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th day of June, 2002.

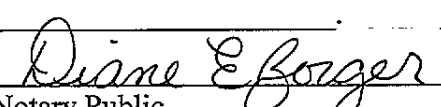

Jennifer C. Jones, Incorporator

STATE OF FLORIDA

COUNTY OF MANATEE

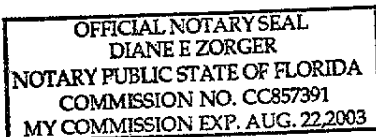
The foregoing Articles of Incorporation of Air Florida Wireless, Inc. were acknowledged before me this 6th day of June, 2002, by Jennifer C. Jones, as Incorporator, who is personally known to me or who has produced as identification:

My Commission Expires:


Notary Public

Print Name: _____

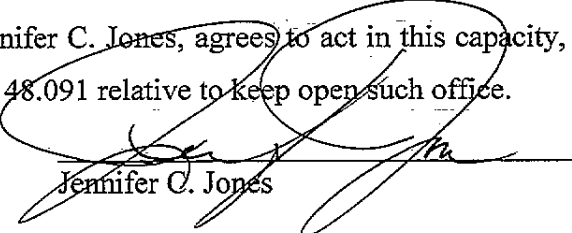
Commission #: _____



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Air Florida Wireless, Inc., at the place designated in the Articles of Incorporation, Jennifer C. Jones, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keep open such office.

DATE: June 6, 2002


Jennifer C. Jones