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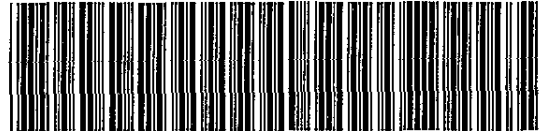
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**SETH A. FARBMAN, P.C.**

ATTORNEY AT LAW  
301 EASTWOOD ROAD  
WOODMERE, NEW YORK 11598

Telephone: 516-569-6089

Facsimile: 516-569-6084

Email: [efilings@vfilings.com](mailto:efilings@vfilings.com)

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2/22/03.

To Whom It may concern.

Please process the enclosed Articles  
of Incorporation. If you  
need further information, please  
call me at 516 569 6089.

Thank you,  
Seth Farberman

Enclosure: \$70



FLORIDA DEPARTMENT OF STATE  
Ken Detzner  
Secretary of State

February 25, 2003

SETH A. FARBMAN, P.C.  
301 EASTWOOD ROAD  
WOODMERE, FL 11598

SUBJECT: FTS WIRELESS, INC.  
Ref. Number: W03000005501

We have received your document for FTS WIRELESS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

THE ARTICLES MUST HAVE THE ORIGINAL SIGNATURES.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan  
Document Specialist  
New Filing Section

Letter Number: 103A00012196

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
FTS WIRELESS, INC.**

**ARTICLE ONE**

Name: The name of the Corporation is FTS WIRELESS, INC.

**ARTICLE TWO**

Duration: The Corporation shall have perpetual existence.

**ARTICLE THREE**

Purpose: The purpose for which this Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE FOUR**

The post office address of the initial registered office of the Corporation and the name of its initial registered agent and its business address is:

FTS WIRELESS, INC  
Attention: Scott Gallagher  
12014 Anderson Road  
Tampa, Florida 33625

  
Scott Gallagher

**ARTICLE FIVE**

Shares: The total number of shares of "Common Stock" which the Corporation shall have authority to issue is 50,000,000 shares, par value \$.001 per share. The total number of shares of "Preferred stock" which the Corporation shall have authority to issue is 5,000,000 shares, par value \$.001 per share.

**Preferred Stock.**

(1) Shares of Preferred Stock may be issued from time to time in one or more series. The preferences and relative, participating, optional and other special rights of each of such series and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series already outstanding; and the Board of Directors of the corporation is hereby expressly granted authority to fix, by resolution or resolutions adopted prior to the issuance of any shares of a particular series of Preferred Stock, the designations, preferences and relative, participating, optional and other special rights, or the qualifications, limitations or restrictions thereof, of such series, including without limiting the generality of the foregoing, the following:

(a) The rate, if any, and times at which, and the terms

and conditions on which, dividends on the Preferred Stock of such series shall be paid;

(b) The redemption price or prices, if any, and the times at which, Preferred Stock of such series may be redeemed;

(c) The rights of the holders of Preferred Stock of such series upon the voluntary or involuntary liquidation, distribution or sale of assets, dissolution or winding up of the corporation;

(d) The terms of the sinking fund or redemption of purchase account, if any, to be provided for the Preferred Stock of such series;

(e) The right, if any, of the holders of Preferred Stock of such series to convert the same into, or exchange the same for, other classes of stock of the corporation and the terms and conditions of such conversion or exchange; and

(f) The voting powers, if any, of the holders of the Preferred Stock of such series.

(2) All shares of a particular series shall be identical in all respects. The rights of the Common Stock of the corporation may be subject to the preferences and relative, participating, optional and other special rights of the Preferred Stock or each series as fixed from time to time by the Board of Directors as aforesaid.

(3) The holders of the Preferred Stock, in preference to the holders of the Common Stock of the corporation, may be entitled to receive, if and when declared by the Board of Directors, dividends at the rate established by the Board of Directors at the time of the issuance of the shares of each series. Such dividends, when and if declared, may be cumulative so that if dividends in respect to any dividend period shall not have been paid upon, or declared and set apart for, the Preferred Stock the deficiency shall be fully paid or declared and set apart before any dividends shall be paid upon, or declared or set apart for the Common Stock.

#### ARTICLE SIX

Commencement of Business: The Corporation is authorized to commence business as soon as its certificate of incorporation has been filed.

#### ARTICLE SEVEN

The name and address of the incorporator is as follows:

Scott Gallagher  
12014 Anderson Road  
Tampa, Florida 33625

#### ARTICLE EIGHT

Pre-Emptive Rights: No Shareholder or other person shall have any pre-emptive rights whatsoever.

#### ARTICLE NINE

By-Laws: The initial by-laws shall be adopted by the Shareholders or the Board of Directors. The power to alter, amend, or repeal the by-laws or adopt new by-laws is vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

#### ARTICLE TEN

Number of Votes: Each share of Common Stock has one vote on each matter on which the share is entitled to vote.

#### ARTICLE ELEVEN

Majority Votes: A majority vote of a quorum of Shareholders is sufficient for any action which requires the vote or concurrence of Shareholders, unless otherwise required or permitted by law or the by-laws of the Corporation.

#### ARTICLE TWELVE

Non-Cumulative Voting: Directors shall be elected by majority vote. Cumulative voting shall not be permitted.

#### ARTICLE THIRTEEN

Indemnification

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

#### ARTICLE FOURTEEN

Affiliated Transactions

The provisions of Chapter 607.0901, Florida Statutes, as amended, shall NOT apply to this corporation.

#### ARTICLE FIFTEEN


Principal Office

The initial Principal office of the Corporation shall be:

**FTS Wireless, Inc.**  
**c/o FTS Apparel, Inc.**  
**Attention: Mr. Gallagher**  
**One Oxford Valley, Suite 810**

**Langhorne, Pennsylvania**

IN WITNESS WHEREOF, the incorporator hereunto has executed this certificate of incorporation on this 20th day of February, 2003.

  
Scott Gallagher, Incorporator

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TALLAHASSEE, FLORIDA