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(Requestor's Name)

(Address)

(Address)

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

SUBJECT: Metrocell USA, Inc.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of $ 122.50 .

FROM:

Don R. Livingstone, Esq.
Name

7711 S. W. 62 Ave.
Address

Miami, FL 33143
City, State, & Zip

(305) 665-1821
Telephone Number

Note: Additional copy of articles is needed only when certified copy is requested.

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ARTICLES OF INCORPORATION
OF
METROCELL USA, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is METROCELL USA, INC.

ARTICLE II

The existence of the corporation shall be perpetual. The general purposes for which the corporation is organized are:

1. To engage in retail and wholesale sales, servicing and consulting in wireless communications.

2. To transact any other lawful business for which corporation may be incorporated under the Florida Business Corporation Act.

3. To do such other things as are necessary, incidental or desirable to accomplish the above.

ARTICLE III

The street address of the principal office of the Corporation is 20330 N. W. 2 Avenue, Miami, FL 33169.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1,000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 20330 N. W. 2 Avenue, Miami, FL 33169. The initial registered agent for the Corporation at that address is Monica Shaffer.

ARTICLE VI

The initial board of directors shall consist of one member. The name and address of the person who will serve on the initial board of directors is:

Monica Shaffer **20330 N. W. 2 Avenue, Miami, FL 33169**

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Monica Shaffer **20330 N. W. 2 Avenue, Miami, FL 33169**

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 6th day of August, 2003.

MONICA SHAFFER, Director &
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Metrocell USA, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

MONICA SHAFFER
Registered Agent

Dated August 6th, 2003.