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(City/State/Zip/Phone #)

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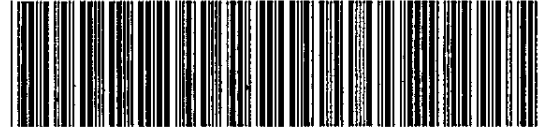
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 MAY 11 AM 10:26

SkyWay Telecom, Inc.

9001 - 65th Way North
Pinellas Park, Florida 33782

May 6, 2004

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

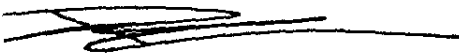
RE: New Corporation

Dear Sirs:

Please accept the enclosed articles of incorporation. A check made payable to the State of Florida, Division of Corporations is attached for \$122.50. Copies of initial documents of incorporation are enclosed in duplicate and both are notarized.
We desire to incorporate within the State of Florida under the name of "SkyWay Telecom, Inc."

Any questions, feel free to call my accountant, Joy Perkins, at (727) 327-8285 between 9:00 a.m. and 4:30 p.m..

Very Truly Yours,



Paul D. Perkins

enc.

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CERTIFICATE OF INCORPORATION

OF

SkyWay Telecom, Inc.

IN ORDER to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of corporations for profit, I the undersigned, hereby associate myself into a corporation for the purpose and with the powers hereinafter mentioned; and to that end I do, by this Certificate of Incorporation, set forth:

I.

The name of the proposed corporation shall be:

SkyWay Telecom, Inc.

II.

The general nature of the business to be transacted by this corporation shall be as follows:

1. To acquire, hold, purchase, exchange, sell, convey, lease, mortgage, pledge, improve, alter, manage, develop and otherwise deal and trade in real and personal property of every kind and description.

2. To manufacture, make, assemble, build, process, develop, acquire, purchase, sell, hold, mortgage, pledge, exchange, assign, transfer, invest and deal in and with goods, machines, wares, merchandise, equipment and

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personal property of every class and description; and to conduct and carry on any business in connection therewith and incidental thereto,

3. To acquire, hold, purchase, exchange, sell, convey, lease, mortgage, erect, construct, alter, manage, operate and improve and improve buildings and structures of all kinds and descriptions; and to operate, manage, lease, control, and conduct any and all business incidental thereto, and in connection therewith.

4. To purchase, sell, hold, assign, transfer, mortgage, pledge, hypothecate, or otherwise acquire or dispose of the shares of capital stock or bonds, securities or other evidences of indebtedness created by any person or corporation of this or any other state, country, nation or government, and while owner of said items, to exercise all the rights and privileges of ownership, including the right to vote thereon as natural persons might or could do; and to exercise and have any and all powers, rights and privileges granted to and conferred upon corporations by and under the General Corporation Laws of the State of Florida.

III.

The total number of shares of stock which may be issued by the corporation shall be one thousand (1,000) shares of common stock, at \$1.00 par value per share.

IV.

The amount of capital with which the corporation

will begin business shall be not less than six hundred dollars (\$600.00).

V.

The corporation shall have perpetual existence.

VI.

The principal office of the corporation shall be located at 9001 - 65th Way North, Pinellas Park, Florida, 33782, but the corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

VII.

The number of its Directors shall be two (2) as determined by the By-Laws to be amended only by special vote of the stockholders.

VIII.

The names and addresses of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the By-Laws, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

Robert Ray	9001 - 65th Way North Pinellas Park, FL 33782
Paul D. Perkins	9001 - 65th Way North Pinellas Park, FL 33782

IX.

The names and addresses of each subscriber of the Certificate of Incorporation, and a statement of the number of shares of stock which each agrees to take is:

Robert Ray 450 shares \$ 450.00

9001 - 65th Way North

Pinellas Park, FL 33782

Paul D. Perkins 50 shares \$ 50.00

9001 - 65th Way North

Pinellas Park, FL 33782

X.

The Officers of the corporation, who shall be elected by the Board of Directors, shall consist of a President, a Vice-President, Secretary, and Treasurer, with as many Assistant Secretaries or Assistant Treasurers as the Board of Directors may appoint.

XI.

The Officers of the corporation until the first meeting of the Board of Directors shall be:

Robert Ray President

Paul D. Perkins Vice President

Robert Ray Treasurer

Paul D. Perkins Secretary

All of submitting a mailing address of 9001 - 65th Way North,
Pinellas Park, Florida 33782.

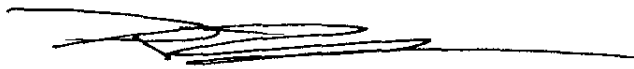
XII.

The first meeting of the Stockholders of this corporation shall be held on the fourth Friday of June, 2004 at Pinellas Park, Florida, Pinellas County, Florida, and shall be at once followed by the first meeting of the Board of Directors, which shall be held at the same place.

XIII.

This corporation shall commence existence on the date of subscription and acknowledgement of these Articles of Incorporation so long as said Articles of Incorporation are filed with the Department of State, State of Florida, within five (5) days after subscription exclusive of legal holidays, after subscription and acknowledgement thereof, and are subsequently approved by the Department of State, State of Florida, and all filing fees and taxes have been paid. Otherwise, the date of corporation's existence shall begin when the Articles of Incorporation have been filed with the Department of State, State of Florida, and are approved by it, and all filing fees and taxes have been paid.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this Certificate of Incorporation in duplicate.

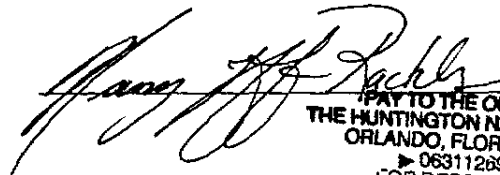


PAUL D. PERKINS

STATE OF FLORIDA }
 } ss
COUNTY OF PINELLAS }

Before me, the undersigned Notary Public for the State of Florida, personally appeared Paul D. Perkins to me well known and known to me to be the person who signed the foregoing Certificate of Incorporation, who being by me first duly sworn depose and acknowledged that he has read the foregoing instrument, knows the contents thereof, and that he executed the same freely and voluntarily for the uses and purposes therein expressed.

SWORN TO and SUBSCRIBED before me this the 6th day of May, 2004, at St. Petersburg, Florida, Pinellas County, Florida.

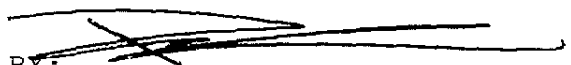

PAY TO THE ORDER OF
THE HUNTINGTON NATIONAL BANK
ORLANDO, FLORIDA 32812
063112692
FOR DEPOSIT ONLY
STRIKE

My commission expires:

In compliance with Florida Statutes, Chapter 48.091; the foregoing corporation has named Paul D. Perkins whose address is 9001 - 65th Way North, Pinellas Park, Florida 33782, as its agent to accept service of process within this State

ACKNOWLEDGEMENT;

Having been named to accept service of process for the above corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: 
Paul D. Perkins, Resident
Agent

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