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146/09/14

TRANSMITTAL LETTER

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

SUBJECT: METRO ONE PCS & CELLULAR, 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.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 15, 2004

DON R LIVINGSTONE, ESQ
7711 SW 62 AVE
MIAMI, FL 33143

SUBJECT: METRO ONE OF FLORIDA, INC.
Ref. Number: W04000023077

We have received your document for METRO ONE OF FLORIDA, INC. and your check(s) totaling \$245.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6855.

Tammy Hampton
Document Specialist
New Filings Section

Letter Number: 904A00040118

6/25 - client has selected a new name and corrections have been made. Thank you.

RECEIVED

04 JUN 29 PM 3:19

**ARTICLES OF INCORPORATION
OF
METRO ONE PCS & CELLULAR, 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 METRO ONE PCS & CELLULAR, 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 15841 Pines Blvd., #318, Pembroke Pines, FL 33027.

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 15841 Pines Blvd., #318, Pembroke Pines, FL 33027. The initial registered agent for the Corporation at that address is Sean N. Shaffer.

ARTICLE VI

The initial board of directors shall consist of two members. The names and addresses of the persons who will serve on the initial board of directors are:

Bene Martinez
Sean N. Shaffer

12023 Sturdivant St., Meadows Place, TX 77477
15940 S. W. 8 St., Pembroke Pines, FL 33027

ARTICLE VII

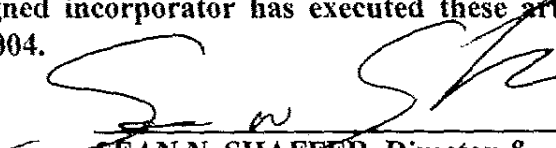
The name and street address of the person signing these articles of incorporation is:

Sean N. Shaffer 15940 S. W. 8 St., Pembroke Pines, FL 33027

ARTICLE VIII

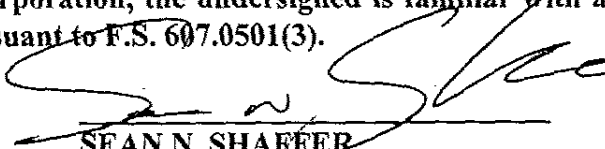
The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 9th day of June, 2004.


SEAN N. SHAEFFER, Director &
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for METRO ONE PCS & CELLULAR, 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).


SEAN N. SHAEFFER
Registered Agent

Dated June 9th, 2004.