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FLORIDA PROFIT CORPORATION OR P.A.

Cellkey Technologies, Inc.

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SECRETARY OF STATE
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ARTICLES OF INCORPORATION
OF
CELLKEY TECHNOLOGIES, INC.

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **CELLKEY TECHNOLOGIES, INC.** (the "Corporation").

ARTICLE II

The street address of the initial principal office and mailing address of the Corporation is 201 N.W. 52nd Court, Fort Lauderdale, Florida 33309.

ARTICLE III

The aggregate number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 55,000,000, consisting of (i) 50,000,000 shares of common stock (the "Common Stock"); and (ii) 5,000,000 shares of preferred stock (the "Preferred Stock").

The Board of Directors is hereby expressly authorized to issue the Preferred Stock in one or more series as it may determine by resolution from time to time. In the resolution establishing a series, the Board of Directors shall give to the series a distinctive designation so as to distinguish it from all other series and classes of stock, shall determine the number of shares in such series and shall fix the preferences, limitations and relative rights thereof. All of the shares of any one series shall be alike in every particular. Except to the extent otherwise provided in the description of each series, all of the shares of all series of preferred stock shall be alike in every particular.

The holders of common stock shall have one vote for each share of such stock held.

All stock of this Corporation, whether common stock or preferred stock, shall be issued only upon the receipt of the full consideration fixed for the issuance of such stock. Such stock, once issued, shall be fully paid and nonassessable.

No holder of shares of any class of this Corporation shall have (1) any preemptive right to subscribe for or acquire additional shares of this Corporation of the same or any other class,

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whether such shares shall be hereby or hereafter authorized, or (2) any right to acquire any shares which may be held in the treasury of this Corporation. All such additional or treasury shares may be issued or reissued for such consideration, at such time, and to such persons as the Board of Directors may from time to time determine.

ARTICLE IV

The street address of the initial registered office of the Corporation is 201 N.W. 52nd Court, Fort Lauderdale, Florida 33309, and the registered agent at that address is Donald L. Packham.

ARTICLE V

The name and address of the incorporator of the Corporation is BlueKey Wireless Systems, Inc., 201 N.W. 52nd Court, Fort Lauderdale, Florida 33309.

ARTICLE VI

The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE VII

The Corporation expressly elects not to be governed by either Section 607.0901 of the Florida Statutes relating to affiliated transactions or Section 607.0902 of the Florida Statutes relating to control share acquisitions, as each may be amended from time to time.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of June, 2005.

BLUEKEY WIRELESS SYSTEMS, INC.

By:


Donald L. Packham, President

Incorporator

07-05-2005 11:48AM FROM-BROAD AND CASSEL

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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

05 JUL -5 AM 10:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for **CELLKEY TECHNOLOGIES, INC.**, a Florida corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: June 30, 2005


DONALD L. PACKHAM

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