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Fax Number : (850)205-0381

From:
Account Name : TOBIN & REYES, P.A.
Account Number : 120000000155
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FLORIDA PROFIT CORPORATION OR P.A.

Airtime Acquisition, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	03
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**ARTICLES OF INCORPORATION
OF
AIRTIME ACQUISITION, INC.**

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida Business Corporation Act.

ARTICLE I.

CORPORATE NAME

The name of this Corporation is Airtime Acquisition, Inc.

ARTICLE II.

The Corporation's mailing address and principal office is:

250 Williams Street
Suite M-100
Atlanta, Georgia 30303

ARTICLE III.

NATURE OF CORPORATE BUSINESS

This Corporation, through its officers, employees and agents shall be authorized to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of ten thousand (10,000) shares of stock. The shares of stock authorized shall be common stock having a par value of \$.01 per share.

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ARTICLE V.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Tobin & Reyes, P.A.
7251 West Palmetto Park Road
Suite 205
Boca Raton, Florida 33433

ARTICLE VI.

BOARD OF DIRECTORS

The Corporation shall initially have one Director. The number of Directors may be altered from time to time in accordance with By-Laws adopted by the Stockholders.

The names and post office addresses of the initial Director of the Corporation is:

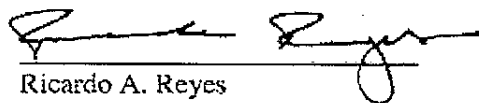
Brooks Smith
250 Williams Street
Suite M-100
Atlanta, Georgia 30303

The initial Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

The name and post office address of the Incorporator executing these Articles of Incorporation is:

Ricardo A. Reyes, Esq.
Tobin & Reyes, P.A.
7251 West Palmetto Park Road
Suite 205
Boca Raton, Florida 33433

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation.


Ricardo A. Reyes

Airtime Technologies, Inc.
Articles of Incorporation

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**CERTIFICATE OF REGISTERED AGENT
OF
AIRTIME ACQUISITION, INC.**

Pursuant to Section 607.0501 of the Florida Business Corporations Act, the following is submitted, in compliance with said Act:

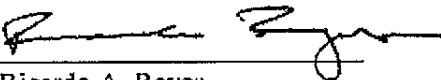
That Airtime Acquisition, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Corporation, has named Tobin & Reyes, P.A., 7251 West Palmetto Park Road, Suite 205, Boca Raton, Florida 33433, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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

Dated this 28th day of November, 2005.

TOBIN & REYES, P.A.

By: 
Ricardo A. Reyes

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