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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

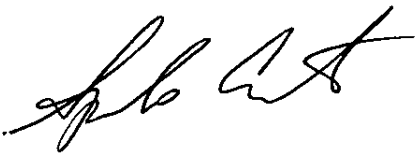
TRANSMITTAL LETTER

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

SUBJECT: Pro Wireless, Inc.

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for \$78.75 for Filing Fee & Certificate.

FROM: Island Business & Accounting Services, Inc.
111 Leyda Blvd.
East Palatka, FL 32131
(904) 471-6306

A handwritten signature in black ink, appearing to be "J. B. A. S.", is located at the bottom left of the page.

**ARTICLES OF INCORPORATION
OF
Pro Wireless, Inc.**

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be:

Pro Wireless, Inc.

The principal place of business of this corporation shall be:

**1405 Moody Blvd.
Bunell, FL 32110**

ARTICLE II: NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in the business of retail and transacting any or all other lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III: SHARES

This corporation is authorized to issue one thousand (1,000) shares of common stock having no par value, which shares shall be and hereby are designated as "common shares." Without action by the stockholders, any or all of the authorized shares may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of the corporation shall be 1405 Moody Blvd., Bunell, FL 32110, and the name of the initial registered agent of the corporation at that address is Angelo Curto

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually, commencing on the filing of these Articles.

ARTICLE VI: PRE-EMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price for which it is offered to others.

ARTICLE VII: SPECIAL PROVISION

The stock if this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII: DIRECTORS

This corporation shall have one director initially. The name and address of the initial member of the Board of Directors is:

Angelo Curto
Director

54 Wellesley Lane
Palm Coast, FL 32164

ARTICLE IX: OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are:

Angelo Curto
President

54 Wellesley Lane
Palm Coast, FL 32164

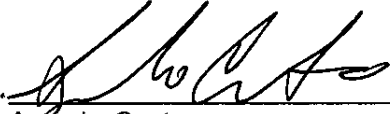
Vitaliy Yaroshenko
V-President

2 Russman Lane
Palm Coast, FL 32164

ARTICLE X: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:


Angelo Curto
54 Wellesley Lane
Palm Coast, FL 32164



Angelo Curto

Date

Having been named as registered agent and to accept service of process for the above stated 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.



Angelo Curto

DATE

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