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2/26/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: WORLD WIDE COMPUTER AND CELLULAR SERVICES, I
AUDIT NUMBER.....H97000003382
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(5)

ARTICLES OF INCORPORATION
OF

WORLD WIDE COMPUTER AND CELLULAR SERVICES, INC

The name of the corporation is: WORLD WIDE COMPUTER AND
CELLULAR SERVICES, INC.

ARTICLE I - PURPOSE

This corporation is organized for the purpose of transacting
any and all lawful business.

ARTICLE II - CAPITAL STOCK

The maximum number of shares of capital stock that the
corporation is authorized to issue is FIVE HUNDRED (500) shares,
\$1.00 par value each share.

ARTICLE III - DURATION

The corporation shall have perpetual existence unless sooner
dissolved according to law.

ARTICLE IV - INCORPORATOR

The name and street address of the person signing these
Articles of Incorporation is:

NAME

Manuel Garcia

ADDRESS

399 N.W. 72 Avenue, Apt. #320
Miami, Florida 33126

ARTICLE V - OFFICE

The principal office of the corporation shall be located at:
10701 S.W. 27th Street Miami, Florida 33165.

Prepared by: Jorge A. Fernandez, Esq.
800 Douglas Road, Suite 160
Coral Gables, Florida 33134
Phone: (305) 446-1331
Bar Number: 0949205

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have one (3) director initially. The number of directors of the Corporation may either increase or diminish from time to time by the By-Laws, but shall never be less than one (1) director. The name and address of each member of the initial Board of Directors who shall hold office for the first year of existence of the corporation or until his or her successor(s) is (are) elected or appointed and qualified, is:

<u>NAME</u>	<u>ADDRESS</u>
Manuel Garcia	399 N.W. 72 Avenue, Apt# 320 Miami, Florida 33126
Romel Rivera	10701 S.W. 27th Street Miami, Florida 33165
Vincent Camayd	10701 S.W. 27th Street Miami, Florida 33165

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 10701 S.W. 27th Street, Miami, Florida 33165 and the name of the initial registered agent of the corporation at that address is: Manuel Garcia.

ARTICLE VIII - BY LAWS

The By Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

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ARTICLE X - PREEMPTIVE RIGHTS

Every Stockholder, 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 (as nearly as may be done without issuance of fractional shares at the price at which it is offered to others).

ARTICLE XI - AMENDMENT

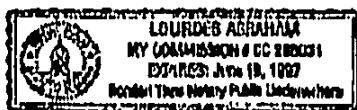
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed on this February 26, 1997.


MANUEL GARCIA

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 26th day of February by Manuel Garcia, who is/are personally known to me or who has/have produced his Florida Driver's License, as identification and who did take an oath.



NOTARY PUBLIC:
sign 
print LOURDES ABRAHAM

State of Florida at Large (Seal)

My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM**

PROCESS MAY BE SERVED

IN COMPLIANCE with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That WORLD WIDE COMPUTER AND CELLULAR SERVICES, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the County of Dade, State of Florida, has named Manuel Garcia, located at 399 N.W. 72 Avenue, Apt. #320 Miami, Florida 33126 to accept service of process within the State of Florida.

Manuel A Garcia
MANUEL GARCIA
Incorporator

February 26, 1997

HAVING BEEN named to accept service of process for the above stated corporation, at the place designated in this Certificate, I HEREBY AGREE to act in this capacity, and I FURTHER AGREE to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Manuel A Garcia
MANUEL GARCIA

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