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MINTMIRE & ASSOCIATES
ATTORNEYS AT LAW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 4, 1997

265 SUNRISE AVENUE
SUITE 204
PALM BEACH, FLORIDA 33480
TEL: (407) 832-5696
FAX: (407) 659-5371

EXPIRATION DATE
3-3-97

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

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****122.50 ****122.50

RE: MobilePhone USA, Inc.

Gentlemen:

Enclosed you will find Articles of Incorporation for MobilePhone USA, Inc. to be filed. Also enclosed is a check in the amount of \$122.50 which represents the following:

\$35.00	filing fee
\$52.50	certified copy fee
\$35.00	registered agent fee

If you have any questions or require additional information, please call me at (561) 832-5696.

Very truly yours,


Donald F. Mintmire

DFM/lrc
Encls.



ARTICLES OF INCORPORATION
OF
MobilePhone USA, Inc.

FILED

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SECRETARY OF STATE
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: MobilePhone USA, Inc. The principal place of business of this corporation shall be 265 Sunrise Avenue, Suite 204, Palm Beach, Florida 33480.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50,000,000 shares of common stock having \$.0001 par value per share and 10,000,000 shares of preferred stock.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 265 Sunrise Avenue, Suite 204, Palm Beach, Florida 33480, and the name of the registered agent of the corporation at that address is Donald F. Mintmire.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

ARTICLE VII. INCORPORATOR

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

Donald F. Mintmire, Esq.
Mintmire & Associates
265 Sunrise Avenue
Suite 204
Palm Beach, Florida 33480.

ARTICLE VIII. EFFECTIVE DATE

The corporation shall commence its existence on March 3, 1997.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 4th day of March, 1997.


Donald F. Mintmire

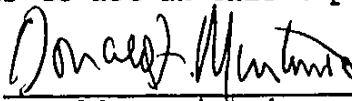
STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 4th day of March 1997, by Donald F. Mintmire, who is personally known to me and who (did/did not) take an oath.




Notary Public

Donald F. Mintmire, having been designated to act as Registered Agent, hereby agrees to act in this capacity.


Donald F. Mintmire

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA