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ACCOUNT NO. : 072100000032

REFERENCE : 671945 7115782

AUTHORIZATION : Patricia Pujate

COST LIMIT : \$ 70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 16 PM 2:30

ORDER DATE : January 16, 1998

ORDER TIME : 12:07 PM

ORDER NO. : 671945-005

CUSTOMER NO: 7115782

CUSTOMER: Mr. Brian E. Ingalls  
USA WIRELESS SERVICES INC.

2480 Southeast 8th Court

Pompano Beach, FL 33062

000002403360--7

DOMESTIC FILING

NAME: FREECALLER COMMUNICATIONS  
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION  
OF  
FreeCaller Communications Corporation

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The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be FreeCaller Communications Corporation.

ARTICLE II

The Corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of share that the Corporation shall have authority to issue and to have outstanding at any time is 100,000 shares. All shares shall be of a single class, designated as common, with no par value.

ARTICLE IV

Each holder of common shares shall have one vote for each share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these Articles of Incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the Corporation upon its dissolution. At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE V

The Corporation elects to have preemptive rights.

#### ARTICLE VI

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer, of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, or as an officer or as a fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such person who are parties to such proceedings, in advance of final disposition of such proceedings, to the fullest extent permitted by the Florida Business Corporation Act.

#### ARTICLE VII

The Florida Control-Share Acquisition section of the Florida Business Corporation Act (Secs. 607.0901 through 607.0903) shall not be applicable to this Corporation.

#### ARTICLE VIII

The bylaws of this Corporation may be amended by majority vote of either the directors or the shareholders.

#### ARTICLE IX

The number of directors of the Corporation shall be fixed by the bylaws of the Corporation. The initial board of directors shall consist of one director whose name and address are as follows:

Richard Sablon  
12062 S.W. 117<sup>th</sup> Court, Suite 132  
Miami, Florida 33186

#### ARTICLE X

The initial registered agent of the Corporation is Richard Sablon. The street address of the Corporation's initial registered office is 12062 S.W. 117<sup>th</sup> Court, Suite 132, Miami, Florida 33186.


#### ARTICLE XI

The principal place of business and mailing address shall be: 12062 S.W. 117<sup>th</sup> Court, Suite 132, Miami, Florida 33186.

#### ARTICLE XII

The name and address of the incorporator of these Articles of Incorporation is Richard Sablon, 12062 S.W. 117<sup>th</sup> Court, Suite 132, Miami, Florida 33186.

The undersigned incorporator has executed these Articles of Incorporation this 13 day of January, 1998.

  
\_\_\_\_\_  
Richard Sablon, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT  
OF  
FreeCaller Communications Corporation

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Having been named in the State of Florida as the Registered Agent and to accept service of process for the Corporation, I hereby accept the appointment as the Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: January 13, 1998.

  
Richard Sablon, Registered Agent