

**CORPORATE
ACCESS,
INC.**

P98000046246

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Articles

1.)

(CORPORATE NAME & DOCUMENT #)

Smart Wireless Ventures, Inc.

2.)

(CORPORATE NAME & DOCUMENT #)

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Dmc 5/22/98

SPECIAL INSTRUCTIONS

600002533056-8
-05/22/98 -01019 -025
******122.50 ****122.50**

FILED
98 MAY 22 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY 22 AM 9:27
DIVISION OF CORPORATION

"When you need ACCESS to the world"
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ARTICLES OF INCORPORATION
OF
SMART WIRELESS VENTURES, INC.

FILED

98 MAY 22 AM 10:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is SMART WIRELESS VENTURES, INC.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is FIVE HUNDRED (500) SHARES of capital stock, \$1.00 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

Carlos Acosta
Boliviastraat 9B
Oranjestad, Aruba

SEVENTH: The name and address of the incorporator is:

George Befeler, Esq.
100 Southeast 2nd Street, Suite 3700
Miami, Florida 33131

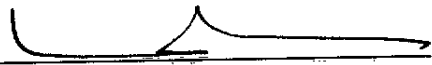
EIGHTH: The name and address of the initial registered agent
and the initial registered office are:

George Befeler, Esq.
100 Southeast 2nd Street, Suite 3700
Miami, Florida 33131

NINTH: The principal office of the corporation is:

100 Southeast 2nd Street, Suite 3700
Miami, Florida 33131

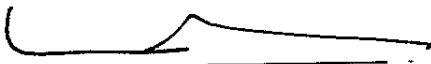
DATED: May 20, 1998



GEORGE BEFELER, ESQ.
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and
responsibilities as registered agent of the corporation.




GEORGE BEFELER, ESQ.
Initial Registered Agent

STATE OF FLORIDA)

) SS:

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this the 20 day of May, 1998, by **GEORGE BEFELER, ESQ.** who did take an oath and who is personally known to me.



NOTARY PUBLIC, State of
Florida at Large

My commission expires:



GLENN PORTER
My Commission CC412492
Expires Oct. 10, 1998
Bonded by HAI
800-422-1555

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