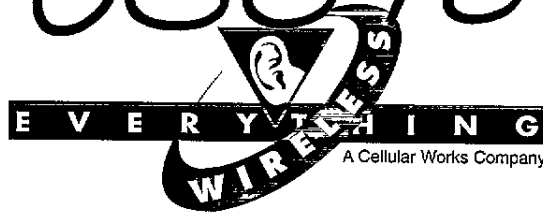


P98000107332



December 20, 1998

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

Attn: New Filings

To Whom It May Concern:

Enclosed are two original Articles of Incorporation for Everything Wireless Dolphin Mall, Inc. and a check for \$78.75 for our filing fee and fee for a returned certified copy. Please note the desired effective date for the new corporation is January 1, 1999.

If you have any questions, please call me at (954) 921-1234.

Thank you and happy holidays!

Very truly yours,

Richard Swerdlow

RS:hsc

Enclosure

EFFECTIVE DATE
1-1-99

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*****78.75 *****78.75

FILED
98 DEC 24 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK DEC 29 1998

ARTICLES OF INCORPORATION
OF
EVERYTHING WIRELESS DOLPHIN MALL, INC.

(A FLORIDA CORPORATION)

EFFECTIVE DATE
1-1-99

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida and do hereby further certify that have become such corporation under and pursuant to the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

Everything Wireless Dolphin Mall, Inc.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is:

One Thousand (1,000) Shares Without Par Value.

ARTICLE IV

The amount of capital with which this corporation shall and does hereby begin business, shall be and is the sum of Five Hundred Dollars (\$500.00.)

ARTICLE V

The corporation shall have perpetual existence.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

The initial street address of the principal office of this corporation shall be and is:
3380 N. 28th Terrace, Hollywood, Florida 33020.

ARTICLE VII

The number of the Directors of this corporation shall be Two. That number may be increased from time to time by the by-laws adopted by the stockholders.

ARTICLE VIII

The name and address of the first Board of Directors, who subject to the provision of this Certificate of Incorporation, by-laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and qualified.

NAME	STREET ADDRESS
Richard Swerdlow	3380 N. 28 th Terrace Hollywood, Florida 33020
Andres Link	3380 N. 28 th Terrace Hollywood, Florida 33020

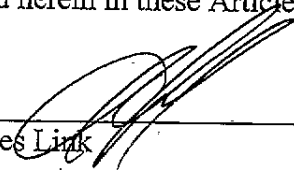
ARTICLE IX

The street address of the initial registered office of the corporation shall be 3380 N. 28th Terrace, Hollywood, Florida 33020, and the name of the initial registered agent of the corporation at the address is Richard Swerdlow, Esq.

ARTICLE X

The effective date for this corporation shall be January 1, 1999.

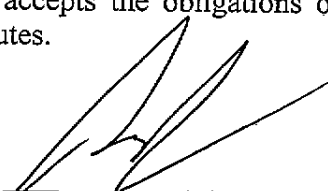
IN WITNESS WHEREOF, I the undersigned, incorporator has hereunto set my hand this twenty first day of December A.D. 1998, for the purpose of forming this corporation under the office of the Secretary of State of Florida, and certify that the facts stated herein in these Articles of Incorporation are true.



Andres Link
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Richard Swerdlow, Esq. An individual residing in this state, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above foregoing Articles, is familiar with and accepts the obligations of the Registered Agent under Section 607.0505, Florida Statutes.

By: 

Richard Swerdlow
Everything Wireless Dolphin Mall, Inc.

Dated: December 21, 1998

FILED
98 DEC 24 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA