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6011 Swans Way  
Coconut Creek, FL 33073

March 9, 1999

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-03/22/99--01098--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

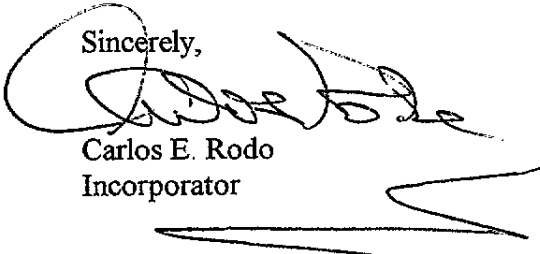
Florida Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Dear Sir/Madam :

I am enclosing the Articles of Incorporation for a new corporation, SPACETELECOM WIRELESS CORP. , so that you may incorporate it, in the State of Florida. Also, I have enclose a check for the fee on the amount of \$ 78.75, payable to the Department of State.

Thanking you in advance for your prompt attention to this matter, I remain,

Sincerely,

  
Carlos E. Rodo  
Incorporator

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

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

The name of the corporation is SPACETELECOM WIRELESS, Inc.

ARTICLE II

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

ARTICLE III

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares at a par value of \$1.00 per share. Holders of the common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall not be less than \$100.00.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office of the corporation, in the State of Florida, is:

6011 Swans Wy,  
Fort Lauderdale, Florida 33073

The board of directors may, from time to time, move the principal office to any other address.

ARTICLE VII

The corporation shall have one director(s) initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but there shall always be at least one director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer of the corporation, or by reason of any action alleged to have taken or omitted by him as director

or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability to which it shall be adjudged that such officer or director is liable to the extent permitted by law. No contract or other transaction between this corporation and any other firm or corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are, directors or officers of such other firm or corporation, provided that the fact he is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract shall be taken and any director of the corporation who is also a director or officer of such corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not a director or officer of such other corporation or not so interested.

#### ARTICLE VIII

The names and post office addresses of the members of the first board of directors and the officers who shall hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

##### DIRECTORS

CARLOS E. RODO, 6011 Swans Wy, Ft. Lauderdale, Fl 33073

##### OFFICERS

CARLOS E. RODO, 6011 Swans Wy, Ft. Lauderdale, Fl 33073

#### ARTICLE IX

This corporation shall designate CARLOS E. RODO, with offices located at 6011 Swans Wy, Fort Lauderdale, Florida 33073 as its duly authorized registered agent to be in charge of the corporate registered office, as required by law.

#### ARTICLE X

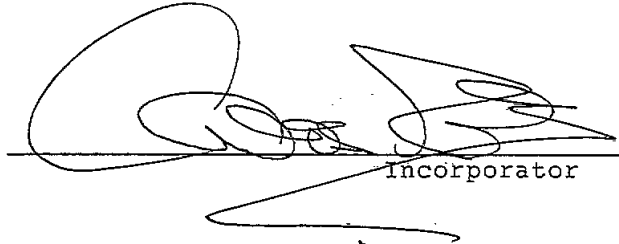
The name and address of the incorporator subscribing to these Articles is: CARLOS E. RODO, 6011 Swans Wy, Ft. Lauderdale, Florida 33073.

#### ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at the stockholders' meeting by a majority of the

stock entitled to vote thereon unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal at Fort Lauderdale, Broward County, Florida, this 18 day of March, 1999.

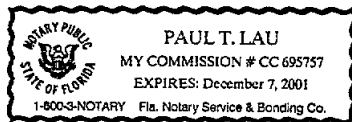
  
Incorporator

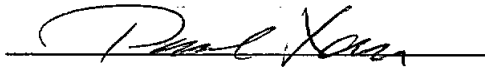
STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, personally appeared before me, a Notary Public duly authorized to take acknowledgements, CARLOS E. RODO, to me known to be the person who executed the above and foregoing Articles of Incorporation, for the purposes therein described.

WITNESS my hand and official seal at Fort Lauderdale, Broward County, this 19 day of MARCH, 1999.





6011 Swans Way  
Coconut Creek, Fl 33073

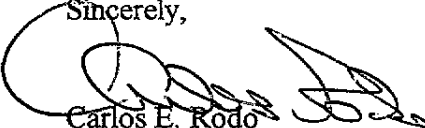
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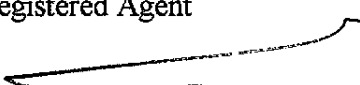
Ref. : Articles of Incorporation of Spacetelecom Wireless Corp.

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

Sincerely,



Carlos E. Rodo  
As Registered Agent



FILED

99 MAR 22 AM 8:50

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA