ZARUS CORPORATE FILING SERVICE, INC. (Requestor's Name) 3320 S.W. 87th AVENUE 900002867289--8 (Address) -05/07/99--01086--003 MIAMI, FLORIDA *****78.75 *****78.75 (305)552-5973 (City, State, Zip) (Phone #) LOCAL REPRESENTATIVE TALLAHASSEE OFFICE USE ONLY CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Corporation Name) (Document #) (Corporation Name) (Document #) (Document #) Pick up time 2180 Certified Copy Mail out Will wait Photocopy Certificate of Status NEW FILINGS **AMENDMENTS Profit** Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger OTHER FILIGS REGISTRATION/ QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation ZI- XVN 66 1 717 Reinstatement Trademark BECHINED Other Examiner's Initials

ARTICLES OF INCORPORATION

The undersigned incorporate(s), for the purpose of forming a corporation under the Florida Business

Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be:

USA WIRELESS SERVICES INC.

<u>ARTICLE II</u>

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3701 COMMODORE PLAZA COCONUT GROVE, FL 33133

ARTICLE III

SHARES

The number of shares which the corporation is authorized to issue and have outstanding at any time is 1000 shares of common stock, and which common stock shall have a par of \$1.00 (one dollar) per share. All stock is to be issued fully paid and exempt from assessment.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said:

First That USA WIRELESS SERVICES INC. desiring to organize under the laws of the State Florida with its principal office as indicated in the articles of incorporation at City of Miami, County of Miami Dade, State of Florida had name NESTOR GUILLEN at, 3701 COMMODORE PLAZA, COCONUT GROVE, FL 33133 its agent to accept service of process within this state.

Having been named to accept service of process for the above state corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

NESTOR GUILLEN Registered Agent

ARTICLE V

INCORPORATOR (S)

The name(s) and street address of the incorporate(s) to these Articles of Incorporation is (are):

NESTOR GUILLEN

100% SHARES

3701 COMMODORE PLAZA COCONUT GROVE, FL 33133

ARTICLE VI

DIRECTOR (S)

The name(s) and street address of the director(s) to these Articles of Incorporation is (are):

NESTOR GUILLEN .

PRES/SEC/TREAS

3701 COMMODORE PLAZA COCONUT GROVE, FL 33133

The undersigned incorporate(s) has (have) executed these Articles of Incorporation this 5^{TH} Day of MAY 19 99.

SIGNATURE

99 HAY

PM 2: 41
RY OF STATE
SEE FLORIDA