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TRANSMITTAL LETTER

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

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-09/21/00--01065--013
*****87.50 *****87.50

SUBJECT: Allapattah Computer Connections, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FILED
00 MAR 30 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM: Priour Leary
Name (Printed or typed)

2400E. Las Olas Blvd., Suite 268
Address

Ft. Lauderdale, FL 33301
City, State & Zip

305 538 3483
Daytime Telephone number

W-8088

NOTE: Please provide the original and one copy of the articles.

S. Thompson MAR 31 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 27, 2000

PRIEUR LEARY
2400 E. LAS OLAS BLVD.
SUITE 268
FT LAUDERALE, FL 33301

SUBJECT: ALLAPATTAH COMPUTER CONNECTIONS, INC. **OR** SOUTH
FLORIDA NETWORK OPERATIONS, INC.
Ref. Number: W00000008088

We have received your document for ALLAPATTAH COMPUTER CONNECTIONS, INC. **OR** SOUTH FLORIDA NETWORK OPERATIONS, INC.. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 100A00016796

FILED
00 MAR 30 AM 10:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
ALLAPATTAH COMPUTER CONNECTIONS, INC.**

ARTICLE I

NAME

The name of this Corporation is Allapattah Computer Connections, Inc. and its mailing address is 2400 East Las Olas Blvd., Suite 268, Ft. Lauderdale, FL 33301.

ARTICLE II

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects herinbefore enumerated or incidental to the purposes and powers of the Corporation or which at any time appear conductive thereto or expedient.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of Common Stock, par value \$0.01 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND ANGENT

The street address of the initial registered office of the Corporation is 2400 East Las Olas Blvd., Suite 268, Ft. Lauderdale, FL 33301, and the name of the initial registered agent of the Corporation at the address is Prieur J. Leary, III.

ARTICLE VI

BOARD OF DIRECTORS

The Corporation shall have one (1) director. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of the Corporation is:

Name:
Prieur J. Leary, III

Address:
2400 East Las Olas Blvd., Suite 268
Ft. Lauderdale, FL 33301

ARTICLE VII

DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE VIII

VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

ARTICLE IX

CLASSES OF DIRECTORS

The Bylaws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than four years and provided further that at least one-fifth in number of the directors shall be elected annually.

ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors of this Corporation.

ARTICLE XI

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, as amended from time to time.

ARTICLE XII

DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XIII

INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

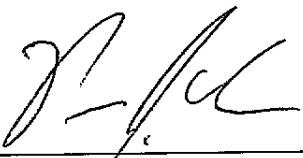
ARTICLE XIV

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:


Prieur J. Leary, III
2400 East Las Ollas Blvd., Suite 268
Ft. Lauderdale, FL 33301

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 28 day of March, 2000.



Prieur J. Leary, III

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity, effective on this 28 day March, 2000.



Prieur J. Leary, III