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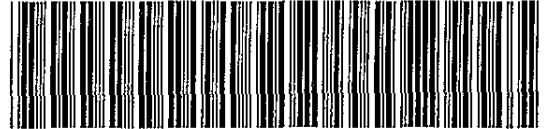
(Business Entity Name)

(Document Number)

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STATE OF MICHIGAN  
DIVISION OF CORPORATIONS  
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LAW OFFICES OF

John T. Morrison, P.A.

SUITE 108  
2061 N.W. BOCA RATON BLVD.  
BOCA RATON, FLORIDA 33431

TELEPHONE: (561) 391-9977  
FAX: (561) 393-8284

December 23, 2002

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

Re: Articles of Incorporation for FIBERCAT NETWORKING, INC.

Dear Sir or Madam:

Pursuant to your instructions, enclosed please find the original and one copy of the Articles of Incorporation of FIBERCAT NETWORKING, INC. for filing with the Secretary of State. We have also enclosed a check payable to your office in the amount of \$78.75, which includes the following:

Filing Fee . . . . .	\$35.00
Certified Copy of Charter . . . . .	\$8.75
Resident Agent Designation . . . . .	\$35.00
<hr/>	
TOTAL . . . . .	\$78.75

Please return a certified copy of the Articles of Incorporation to the undersigned. Mr. Barbieri has registered this name under Fictitious Name Registration Number G97246000239 and is now incorporating his business.

Your assistance in this matter is appreciated and should you have any questions, please contact the undersigned.

Very truly yours,



John T. Morrison

Enclosures ✓

**ARTICLES OF INCORPORATION**  
**OF**  
**FIBERCAT NETWORKING, INC.**

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 DEC 31 PM 12:54

**ARTICLE I**

**NAME**

The name of this corporation is FIBERCAT NETWORKING, INC.

**ARTICLE II**

**PURPOSE**

This corporation is organized for the purpose of engaging in the business of computer networking, wireless and fiber optics and any other activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

The amount of capital stock authorized by these Articles of Incorporation, being the maximum shares of stock which the corporation is authorized to issue and to have outstanding at any time, shall be one thousand (1,000) shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the common stock.

#### ARTICLE IV

##### TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the 1st day of January, 2003.

#### ARTICLE V

##### PRINCIPAL AND REGISTERED OFFICE AND REGISTERED AGENT

The street address of the principal and registered office of this corporation is 963 Lake Wyman Road, Boca Raton, Florida 33431 and the name of the initial registered agent of this corporation at that address is CLYDE BARBIERI. The Board of Directors may, from time

to time, change the street and office address of the corporation as well as the location of its principal office.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director, initially. The number of directors may be either increased or diminished, from time to time, by the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation are:

CLYDE BARBIERI  
963 Lake Wyman Road  
Boca Raton, FL 33432

#### ARTICLE VII

##### RESTRICTIONS ON TRANSFER OF STOCK

No common stock shall be sold or otherwise transferred by any stockholder to any other persons unless such shares are first offered to the remaining stockholders, if any, of this corporation. The price and terms upon which and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the stockholders of this corporation.

ARTICLE VIII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE IX

INCORPORATOR

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

CLYDE BARBIERI  
963 Lake Wyman Road  
Boca Raton, FL 33431

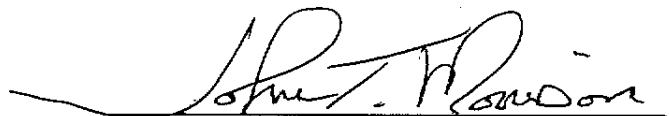
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23<sup>rd</sup> day of December, 2002.

  
CLYDE BARBIERI

STATE OF FLORIDA            )  
  ) ss.  
COUNTY OF PALM BEACH    )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CLYDE BARBIERI, who is personally known to me as the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

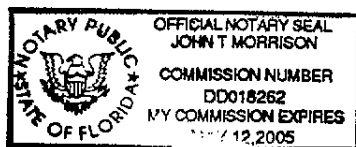
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23<sup>rd</sup> day of December, 2002.



Notary Public



Print Name



(Notary

Seal)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED


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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That FIBERCAT NETWORKING, INC. desiring to organize under the laws of the State of Florida with its principal and registered office, as indicated in the Articles of Incorporation at the City of Boca Raton, County of Palm Beach, State of Florida, has named CLYDE BARBIERI, located at 963 Lake Wyman Road, Boca Raton, Florida 33431 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the 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.

  
CLYDE BARBIERI  
(Resident Agent)

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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