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April 8, 1999

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

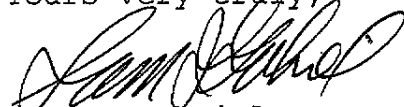
Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
P. O. Box 6327  
Tallahassee, Florida 32399

Re: ASCENT INTERNETWORK SERVICES, INC.

Gentlemen/Ladies:

Enclosed you will find two copies of the Articles of Incorporation of the above referenced corporation. Kindly return a certified copy to this office. Also enclosed is a check in the amount of \$78.75 for the filing fee, resident agent fee and a certified copy of the articles.

Yours very truly,

  
Sam J. Gabriel

SJG/le

Enclosure:

FILED  
99 APR 12 AM 8:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK APR 15 1999

FILED  
99 APR 12 AM 8:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ASCENT INTERNETWORK SERVICES, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this corporation is: ASCENT INTERNETWORK SERVICES, INC.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence and shall commence on the date of filing.

**ARTICLE III - PURPOSES**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue ONE HUNDRED (100) Shares of Common Stock of no par value.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every Stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which they already own, shall have the right to purchase their pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

**ARTICLE VI - PRINCIPAL BUSINESS AND MAILING ADDRESS**

The principal place of business, office address and the mailing address of the corporation is 11380 Prosperity Farms Rd., Suite 204, Palm Beach Gardens, Florida 33410.

**ARTICLE VII - DIRECTORS**

The Board of Directors of this corporation shall consist of not less than one (1) nor more than ten (10) members. The names and addresses of the First Board of Directors are:

MATTHEW J. MARINAK	919 Dolphin Drive Jupiter, Florida 33458
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**ARTICLE VIII - INCORPORATORS**

The names and addresses of the incorporators are:

MATTHEW J. MARINAK	919 Dolphin Drive Jupiter, Florida 33458
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ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of April, 1999.

Matthew J. Marinak  
Matthew J. Marinak

STATE OF FLORIDA )

COUNTY OF PALM BEACH )

I HEREBY CERTIFY that on this day before me personally appeared MATTHEW J. MARINAK, who produced a drivers license issued by some state of the U. S. to me known to be the person described in the foregoing instrument, and he acknowledged before me, under oath, the execution of said instrument.

WITNESS my hand and seal this 8th day of April, 1999.

Sam J. Gabriel  
Notary Public



SAM J. GABRIEL  
My Comm Exp. 11/12/2000  
Bonded By Service Ins  
No. CC596567

Personally Known  Other ID

FILED  
99 APR 12 AM 8:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

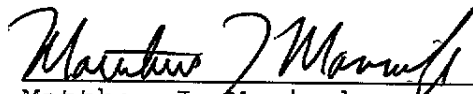
CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF  
PROCESS WITHIN THE STATE, NAMING REGISTERED AGENT UPON WHOM PROCESS  
MAY BE SERVED.

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

That ASCENT INTERNETWORK SERVICES, INC., desiring to organize  
under the laws of the State of FLORIDA, with its principal office,  
as indicated in the Articles of Incorporation at 11380 Prosperity  
Farms Rd., Suite 204, Palm Beach Gardens, Florida 33410 has named  
MATTHEW J. MARINAK, 919 Dolphin Drive, Jupiter, Florida 33458, as  
its agent to accept service of process within the 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  
provision of said Act relative to keeping open said office.

  
Matthew J. Marinak  
Registered Agent