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Law Offices
LEDYARD H. DEWEES, P. A.
270 N.W. 3RD COURT
BOCA RATON, FLORIDA 33432-3720
TELEPHONE (561) 368-1427
FACSIMILE (561) 395-8312

May 8, 2000

Department of State
Qualification/Tax Lien Section
409 E. Gaines Street
Tallahassee, FL 32399

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BY FEDERAL EXPRESS

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: WIZNET, INC.

Dewr Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", Certificate of Existence, and check are submitted to register the above-referenced corporation to transact business in Florida.

Please return all correspondence concerning this matter to the writer at the address as shown on the letterhead. Please call me directly if any questions should arise.

I have enclosed a check in the amount of \$78.75 to cover the filing fee (\$35), the registered agent fee (\$35) and a Certified Copy (\$8.75) of this filing.

I have enclosed a prepaid Federal Express airbill and envelope. It will be appreciated if you will return the certified copy in this manner.

Thank you for handling.

Cordially,

Ledyard H. DeWees

Ledyard H. DeWees

LHD:bd
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO
TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. WIZNET, INC.
(Name of Corporation)
2. Delaware 3. 65-1002142
(State or country under the law (FEI number)
of which it is incorporated)
4. March 17, 2000 5. Perpetual
(Date of Incorporation) (Duration)
6. Corporation has not transacted business
(Date first transacted business in Florida)
7. 360 North Congress Avenue
Delray Beach, Florida 33445
(Current Mailing Address)

8. When qualified, corporation will act as an internet content provider
(Purpose of corporation authorized in home state or country
to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Ledyard H. DeWees
Office Address: 270 NW 3rd Court
Boca Raton, Florida 33432-3720

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Registered Agent's Acceptance:

Having been named as registered agent and to accept service of process for the above state corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Ledyard H. DeWees
(Registered Agent's Signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and address of officers and/or directors:

A. DIRECTORS

Chairman: Michael Joyce
Address: 801 W Shore Drive
Kinnilton, NJ 07405

Director: Stephen Attanasio
Address: 360 N. Congress Avenue
Delray Beach, FL 33445

Director: Carmen Marchionni
Address: One Lake View Drive
Newtown, PA 18940

Director: Darris P. McCord
Address: 3144 Martin Road
Walled Lake, MI 48390

Director: Alan Schallop
Address: 865 Piemonte Drive
Pleasanton, CA 94566

Director: Steve Winter
Address: 360 N. Congress
Delray Beach, FL 33445

B. OFFICERS

President: Stephen Attanasio
Address: 360 N. Congress Avenue
Delray Beach, FL 33445

Executive
Vice President: G. Michael Harmon
Address: 360 N. Congress Avenue
Delray Beach, FL 33445

Secretary: Ledyard H. DeWees
Address: 270 NW 3rd Court
Boca Raton, FL 33445

Chief Financial
Officer: David Burke
Address: 360 N. Congress Avenue
Delray Beach, FL 33445

13. Signed: Ledyard H. DeWees

14. Ledyard H. DeWees, Secretary
(Typed or printed name and capacity of person signing application)

SECRET
STATE
TALLAHASSEE, FLORIDA

00 MAY -9 PM 0:32

FILED

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WIZNET, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF APRIL, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

00 MAY -9 PM 8:32
FILED
SECRETARY OF STATE
TALLMANSVILLE, DELAWARE



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0397365

DATE: 04-24-00