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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305)672-0686

ACCT#: 073171003004

FAX #: (305)672-9110

NAME: TERRANOVANET, INC.

AUDIT NUMBER.....H96000014284

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..1

PAGES..... 2

CERT. COPIES.....0

DEL.METHOD.. FAX

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** ENTER 'M' FOR MENU. **

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ATTN:
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((H96000014284 9))

TO: DIVISION OF CORPORATIONS

FAX #: (904)222-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305)672-0686

ACCT#: 073171003004

FAX #: (305)672-9110

NAME: TERRANOVANET, INC.

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W96-21524

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 10, 1996

CORPORATE CREATIONS INTERNATIONAL INC.
JOHNNY C. RODRIGUEZ

SUBJECT: TERRANOVANET, INC.
REF: W96000021524

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return 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 (904) 487-6958.

Lee Rivers
Document Examiner

FAX Aud. #: W96000014284
Letter Number: 396A00046266

H960000142H4

**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. TerraNovaNet, Inc.
(Name of corporation: must include the word, "INCORPORATED", "COMPANY," "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation (instead of a natural person or partnership if not so contained in the name at present).)
2. Nebraska
(State or country under the law of which it is incorporated)
3. Applied for
(FRI number, if applicable)
4. October 9, 1996
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon filing this application
(Date first transacted business in Florida. (See Section 607.1501, 607.1503, and 617.155, F.S.))
7. 7030 Yosemite Drive
Lincoln, NE 68507
(Current mailing address)
8. Purpose of corporation to be carried out in Florida: Internet Services and all other lawful activities permitted under Florida law.
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Travis N. Mikalson
913 LaPalma Road
Key Largo, FL 33037
10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated 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.
- By: Travis N. Mikalson
Travis N. Mikalson
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.

FILED
SECRETARY OF STATE
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OCT 10 AM 8:4

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach, FL 33139-6629
(305) 672-0686

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12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS

John N. McCrea
7030 Yosemite Drive
Lincoln NE 68507

Travis N. Mikalson
913 LaPalma Road
Key Largo, FL 33037

B. OFFICERS

PRESIDENT: John N. McCrea
7030 Yosemite Drive
Lincoln, NE 68507

SECRETARY: Travis N. Mikalson
913 LaPalma Road
Key Largo, FL 33037

TREASURER: Travis N. Mikalson
913 LaPalma Road
Key Largo, FL 33037

VICE PRESIDENT: Travis N. Mikalson
913 LaPalma Road
Key Largo, FL 33037

13. Signature of an officer listed in item 12:

By: Travis N. Mikalson
Name: TRAVIS N. MIKALSON
Date: October 10, 1996

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Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach, FL 33139-6629
(305) 672-0686

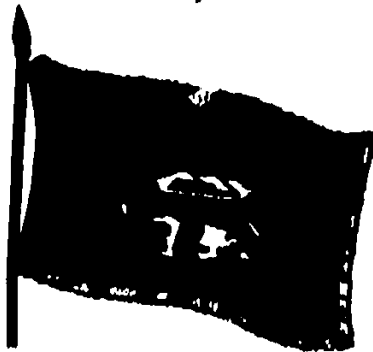
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STATE OF

NEBRASKA

United States of America,
State of Nebraska

} ss.



Department of State
Lincoln, Nebraska

I, Scott Moore, Secretary of State of the State of Nebraska do hereby
certify;

The attached is a true and correct copy of the Articles of Incorporation of
TERRANOVANET, INC.

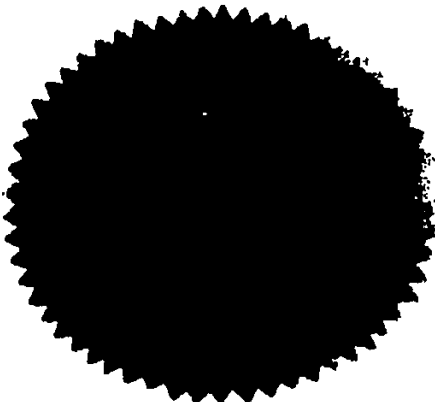
with its registered office located in LINCOLN, Nebraska,
as filed and recorded in this office on October 9, 1996.

I further certify that said corporation is in good standing as of this date.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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In Testimony Whereof,

I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska on October 9
in the year of our Lord, one thousand
nine hundred and ninety-six.



Scott Moore
SECRETARY OF STATE