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ROBINSON AND MARKS, P.A.

Counselors and Attorneys at Law

1590 N.E. 162nd STREET • SUITE 200 • N. MIAMI BEACH, FLORIDA 33162

PAUL J. ROBINSON
JONATHAN JAY MARKS

DATE: (305) 949-5000
FAX: (305) 949-7323

3rd February 1995

State of Florida
Department of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

Re: MIVNET CORPORATION

Dear Filing Officer:

Enclosed is an original and one copy of the Articles of Incorporation for MIVNET CORPORATION, a new Florida corporation not-for-profit. Please file the original in your offices and return to this office one certified copy.

A check in the amount of \$122.50 covering the various fees in connection herewith is enclosed.

If anything else is required in this matter, please direct any comments to the undersigned counsel.

Very truly yours

PAUL J. ROBINSON, Esq.

enclosures as stated

RECEIVED
FEB 3 1995
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION
OF
MIVNET CORPORATION

RECEIVED
SECRETARY OF STATE
FEB - 8 - 1969
TALLAHASSEE, FLORIDA

In order to form a corporation under and in accordance with the provisions and the laws of the State of Florida for the formation of a corporation not for profit, and in accordance with the Florida Not For Profit Corporation Act we, the undersigned incorporators, do hereby make, subscribe, execute, acknowledge, and deliver for filing these Articles of Incorporation with the Department of State for the purposes and the powers hereinafter mentioned.

ARTICLE I. NAME

The name of this corporation not for profit will be:

MIVNET CORPORATION

with its present principal office address and mailing address at 150 West Flagler Street, Museum Tower, Suite 2950, Miami, Florida 33130.

ARTICLE II. PURPOSE AND POWERS

The purpose for which this corporation is organized is to do any and all things allowed and permitted to be done by corporations not for profit under the Statutes of the State of Florida, and to transact any and all lawful business for which corporations may be organized under the Florida Not For Profit Corporation Act including without limitation charitable, benevolent, eleemosynary, educational, historical, civic, patriotic, political, religious, social, fraternal, literary, cultural, and professional, commercial, industrial, or trade association purposes.

This corporation shall have power to:

- a) Have succession by its corporate name for the period set forth in these Articles of Incorporation.
- b) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- c) Adopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit".
- d) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.
- e) Adopt, change, amend, and repeal bylaws, not inconsistent with law or its Articles of Incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
- f) Increase, by a vote of its members cast as the bylaws may direct, the number of its directors so that the number shall not be less than three but may be any number in excess thereof.
- g) Make contracts and incur liabilities, borrow money at such rates of interest as the

corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.

- h) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by law in any state, territory, district, or possession of the United States or any foreign country.
- i) Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- j) Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.
- k) Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.
- l) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or

individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or any instrumentality thereof.

- m) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by law.
- n) Make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.
- o) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.
- p) Merge with other corporations both for profit and not for profit, domestic and foreign, if the surviving corporation is a corporation not for profit.

ARTICLE III. CERTIFICATES OF MEMBERSHIP

The corporation may issue certificates in any form evidencing membership in the corporation. Members are not entitled to vote except as conferred by the bylaws. Qualifications of members and the manner of their admission is set forth in the bylaws. A dividend may not be paid, and any part of the income or profit of the corporation may not be distributed to its members.

directors, or officers. The corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, may confer benefits upon its members in conformity with its purposes, and, upon dissolution or final liquidation, may make distributions to its members as permitted by law. Any such payment, benefit, or distribution does not constitute a dividend or a distribution of income or profit for purposes of this Article.

ARTICLE IV. TERM

This corporation will have perpetual existence.

ARTICLE V. DIRECTORS

The method of election of directors shall be stated in the bylaws of the corporation, but in no event shall the number of directors be less than three and may be any number in excess thereof.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability, provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability

as to which it shall be adjudged that such officer or director is liable for negligence, willful misconduct, or violation of law in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

The initial Board of Directors shall consist of six (6) directors and the names and addresses of the persons who shall serve as directors are:

Mark Levy
150 West Flagler Street, Suite 2950
Miami, Florida 33130

Greg Carter
12825 First Avenue South
Seattle, Washington 98168

Gordon J. Phillips
130 Adelaide Street West
35th floor
Toronto, Ontario, Canada M5H 3P5

Lynn Coley
120 West 5th Street
Cincinnati, Ohio 45202

Gerald Hanson
200 Renaissance Center
Suite 655
Detroit, Michigan 48243

Ralph Fink
24 West 40th Street
Suite 1500
New York, New York 10018

ARTICLE VI. OFFICERS

The names and post office addresses of the President, Vice President, Secretary, and Treasurer (any and all of which offices may be held by the same person) who will hold office until their successors are either elected, appointed, or have qualified are:

President

Gordon J. Phillips
130 Adelaide Street West
35th floor
Toronto, Ontario, Canada M5H 3P5

First Vice President

Lynn Coley
120 West 5th Street
Cincinnati, Ohio 45202

Second Vice President

Greg Carter
12825 First Avenue South
Seattle, Washington 98168

Secretary/Treasurer

Mark Levy
150 West Flagler Street, Suite 2950
Miami, Florida 33130

ARTICLE VII. INCORPORATOR

The name and post office address of the incorporator making, subscribing, signing, executing, acknowledging, and causing to be delivered these Articles of Incorporation for filing with the Department of State are:

Mark Levy
150 West Flagler Street, Suite 2950
Miami, Florida 33130

ARTICLE VIII. REGISTERED AGENT


The registered agent and street address of the registered office, place of business, or location for the service of process within this State is as follows:

ROBINSON AND MARKS, P.A.
Paul J. Robinson, Esq.
Jonathon Jay Marks, Esq.
1590 N.E. 162nd Street
Suite 200
North Miami Beach, Florida 33162
(305) 949-5880

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in any manner provided by law.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal and acknowledged the foregoing Articles of Incorporation to be filed in the office of the Department of State, State of Florida, this 2 day of ^{FEBRUARY} ~~JANUARY~~ (ML) 1995.

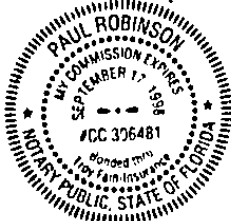


MARK LEVY -- Incorporator

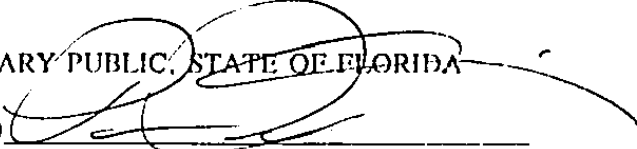
STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 2 day of ^{FEBRUARY} ~~JANUARY~~ 1995 by MARK LEVY, who ~~X~~ is well known to me or who ~~X~~ produced his Florida driver's license as identification.

My Commission expires:



NOTARY PUBLIC, STATE OF FLORIDA

(sign) 
(print) PAUL ROBINSON

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

Pursuant to the provisions of Chapter 617, Florida Statutes, the following is submitted:
MIVNET CORPORATION, desiring to organize under the laws of the State of Florida, has
named **ROBINSON AND MARKS, P.A.**, of 1590 N.E. 162nd Street, Suite 200, North Miami
Beach, Florida 33162, as its Agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at the place
designated in these Articles of Incorporation, I hereby accept this appointment, agree to serve
in this capacity and to comply with the provisions of all Statutes relative to the proper and
complete performance of my duties, and I accept the duties and obligations of Chapter 617,
Florida Statutes on behalf of **ROBINSON AND MARKS, P.A.**

ROBINSON AND MARKS, P.A.
1590 N.E. 162nd Street
Suite 200
North Miami Beach, Florida 33162

By: 

Paul J. Robinson, Esq.
for the Firm