

N 9900000 4929

AKERMAN, SENTERFITT & EIDSON, P.A.

ATTORNEYS AT LAW

SUNTRUST INTERNATIONAL CENTER  
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August 12, 1999

ESTIMATED DATE

8/9/99

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

99 AUG 13 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**Re: Miami Internet Alliance, Inc. - Articles of Incorporation**

Dear Sir/Madam:

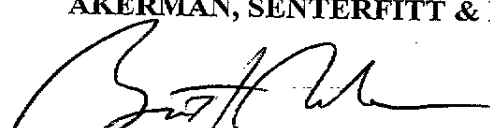
Enclosed please find the Articles of Incorporation for Miami Internet Alliance, Inc. for the purpose of forming a corporation under the Florida Not for Profit Corporation Act. Please note that the intended date of incorporation is August 9, 1999, pursuant to the provisions of the Act, or not more than five (5) business days prior to the date of receipt of the Articles.

Also enclosed please find a check in the amount of \$78.75, representing the filing fee, fee for designation of registered agent, and certified copy. Please contact me should you have any additional questions or concerns.

Very truly yours,

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

AKERMAN, SENTERFITT & EIDSON, P.A.

  
Brian H. Nelson

BHN/aj  
Enclosure(s)  
cc: André Vanyi-Robin  
Thais Rodriguez

MIA-387633-1

TS 8/18/99

**ARTICLES OF INCORPORATION  
OF  
MIAMI INTERNET ALLIANCE, INC.**

The undersigned incorporators hereby submit these Articles of Incorporation, pursuant to Chapter 617.0202, Florida Statutes.

**ARTICLE I**

The name of the corporation is **MIAMI INTERNET ALLIANCE, INC.** and the mailing address and principal office of the corporation is 1001 Brickell Bay Drive, Suite 1520, Miami, Florida 33131.

**ARTICLE II**

The duration of this corporation is perpetual, unless dissolved according to law.

**ARTICLE III**

The purposes for which the corporation is organized are:

1. To develop, lead, support, coordinate, promote and serve the technology and Internet businesses and sectors, regionally and in Latin America and the Caribbean.

2. To promote institutions and undertakings in any place the members of the corporation may deem proper, and to this end to take, receive by gift, donation, devise, bequest or otherwise, any property, real, personal or mixed, to hold, own, buy, sell, lease, mortgage, or encumber and improve real, personal and mixed property for itself or others in trust or otherwise; to take and receive in any manner, to hold, own, lease, buy, sell, mortgage or encumber real, personal or mixed property employed and used for any lawful purposes, with full power and authority to mortgage, pledge or otherwise encumber or dispose of any such real, personal and mixed property and shall have full power to execute deeds, mortgages, bills of sale, leases, rental and sales contracts and such other instruments of writing as may be necessary from time to time to carry out such powers and authority, and in furtherance of any and all of the objects and purposes herein mentioned or of any other lawful power or purposes; to have all rights, powers, privileges and immunities commonly held and enjoyed by corporations of this character, organized and existing under the laws of the State of Florida.

3. Any other lawful purposes in which corporations not for profit may engage under Florida law.

EFFECTIVE DATE:  
8/9/99

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#### **ARTICLE IV**

The qualifications of the members and the manner of admission of members shall be as prescribed in the By-Laws of the corporation.

#### **ARTICLE V**

The street address of the initial registered office of the corporation is Akerman, Senterfitt & Eidson, P.A., SunTrust International Center, 28th Floor, One S.E. 3rd Avenue, Miami, Florida 33131-1714, and the name of its initial registered agent at such address is Brian H. Nelson, Esq.

#### **ARTICLE VI**

The number of directors shall be as provided in the By-Laws, but shall not be less than three. The manner of electing or appointing the directors shall be as provided in the By-laws.

#### **ARTICLE VII**

This corporation is organized under a non-stock basis.

#### **ARTICLE VIII**

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Brian H. Nelson, Esq.	Akerman, Senterfitt & Eidson SunTrust International Center One S.E. 3rd Ave., 28th Floor Miami, Florida 33131-1714

#### **ARTICLE IX**

The Bylaws of this corporation may be amended by a vote of a majority of the members of the board of directors, from time to time.

#### ARTICLE X

This corporation shall have those officers designated in the By-Laws from time to time.

#### ARTICLE XI

This corporation shall indemnify every officer and director to the fullest extent possible under applicable law. The corporation may provide for such indemnification, or any portion thereof, through the purchase of insurance.

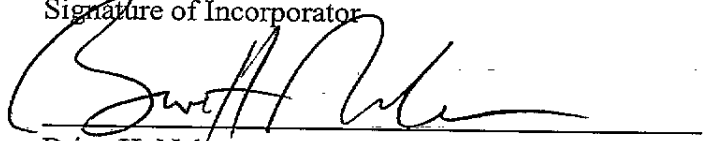
#### ARTICLE XII

The effective date of this corporation shall be deemed August 9, 1999.

In witness whereof, the undersigned being the incorporator of this corporation has executed these Articles of Incorporation.

Dated this 12<sup>th</sup> day of August, 1999.

Signature of Incorporator




Brian H. Nelson

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

In pursuance of Chapter 617, Florida Statutes, the following is submitted in compliance with said Act: MIAMI INTERNET ALLIANCE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Amended Articles of Incorporation in Miami, Miami-Dade County, State of Florida, has named Brian H. Nelson, Esq., Akerman, Senterfitt & Eidson, P.A., One S.E. 3rd Avenue, Miami, 28th Floor, Florida 33131-1714, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT OF REGISTERED AGENT:**

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 I agree to comply with the provisions of said Act relative to keeping open said office, and I accept the obligations of Chapter 617 of the Florida Statutes.

  
BRIAN H. NELSON, ESQ.  
Registered Agent

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA