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Florida Department of State
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From: Account Name : BROAD AND CASSEL - MIAMI
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FLORIDA PROFIT CORPORATION OR P.A.

SOUTH BEACH INTERNET, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
SOUTH BEACH INTERNET, INC.**

**ARTICLE I
NAME**

The name of the corporation (hereinafter referred to as the "Corporation") is South Beach Internet, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND REGISTERED AGENT**

The principal office of the Corporation is 300 South Pointe Drive, Suite 2104, South Beach, Florida 33139, or in any other city in the State of Florida designated by the Board of Directors from time to time. The name of the Corporation's registered agent in the State of Florida is Anthony R. Joyce, and the address of the Corporation's registered office is 300 South Pointe Drive, Suite 2104, South Beach, Florida 33139.

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida, and the Corporation shall have all of the powers conferred upon corporations organized under the laws of the State of Florida to carry out such purpose.

**ARTICLE IV
TERM**

The Corporation shall have perpetual existence.

**THIS DOCUMENT PREPARED BY:
KATHLEEN L. DEUTSCH, P.A.
BROAD AND CASSEL
FL BAR NO. 0571891
201 S. Biscayne Boulevard, Suite 3000
Miami, Florida 33131
(305) 373-9400**

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**ARTICLE V
CAPITAL STOCK**

The Corporation is authorized to issue 1,000,000 shares of common stock, par value \$.001 per share.

**ARTICLE VI
DIRECTORS**

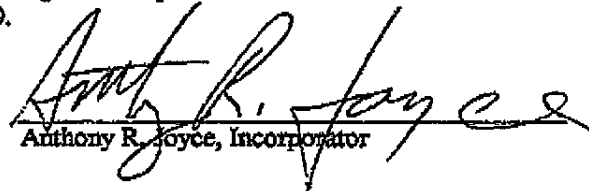
The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director is:

Anthony R. Joyce
300 South Pointe Drive
Suite 2104
South Beach, Florida 33139

**ARTICLE VII
INDEMNIFICATION**

The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of February, 2000.

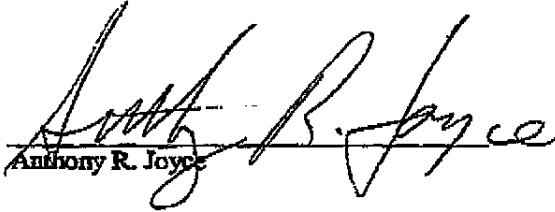

Anthony R. Joyce, Incorporator

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


Anthony R. Joyce

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