

P00000024287

CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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TALLAHASSEE, FLORIDA

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1.) Down Stream Networks, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

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3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

FOR

DownStream Networks, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is

DownStream Networks, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 7300 W. Camino Real, Suite 100, Boca Raton, FL 33433.

ARTICLE III - OFFICER(S) AND DIRECTOR(S)

The name and address of the initial officer(s) and director(s) is

P/T/D - Derek Rohrer
V/S/D - Barry Goldberg
7300 w. Camino Real, Suite 100.
Boca Raton, FL 33433

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ARTICLE IV - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is thirty million (30,000,000) common shares having a par value of one dollar (\$1.00) per share.


ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent for this corporation is Corporate Access, Inc., 236 East 6th Avenue, Tallahassee, Florida 32303.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator for this corporation is Corporate Access, Inc., 236 East 6th Avenue, Tallahassee, Florida 32303.

The undersigned incorporator has executed these Articles of Incorporation this 9th day of March, 2000.



Corporate Access, Inc.
President - Danny Bennett

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is

DownStream Networks, Inc.

The name and address of the registered agent is

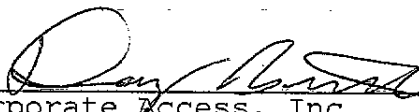
Corporate Access, Inc.
236 East 6th Avenue
Tallahassee, Florida 32303

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Having been named registered agent for the stated corporation, I hereby accept the appointment as registered agent and am familiar with and accept the obligations of my position.


Corporate Access, Inc.
President - Danny Bennett
Date - 03/09/2000