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March 21, 2000

VIA FEDERAL EXPRESS

Florida Secretary of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

Re: International Broadband Integrated Systems, Inc.

Dear Sir or Madam:

Enclosed are the original and a copy of the Articles of Incorporation regarding the above-referenced corporation. Please provide to us, in the enclosed envelope, a certified copy of the Articles of Incorporation. Also enclosed is a check in the amount of \$78.75 for the filing fee and the certified copy.

If you have any questions, please do not hesitate to call me

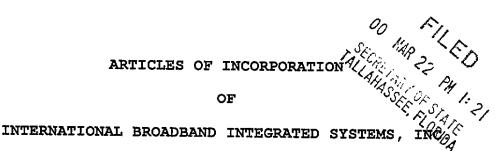
Sincerely,

John L. Shaw

/Legal Assistant

JLS/

Enclosures



The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be International Broadband Integrated Systems, Inc. (the "Corporation")

ARTICLE II

The street address of the Corporation shall be 505 S. Flagler Drive, Suite 300, West Palm Beach, Florida 33401.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share.

All stock, when issued, shall be fully paid, and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, for a consideration having a value in the judgment of the Board of Directors of the Corporation, at least equivalent to the full value of the stock issue.

ARTICLE IV

The term of existence of the Corporation is perpetual.

ARTICLE V

The name and address of the incorporator is:

Jacqueline S. Miller c/o Chopin & Miller 505 S. Flagler Drive, Suite 300 West Palm Beach, FL 33401

ARTICLE VI

The street address of the Corporation's initial registered office and name of its initial registered agent at such address is as follows:

Jacqueline S. Miller c/o Chopin & Miller 505 S. Flagler Drive, Suite 300 West Palm Beach, FL 33401

ARTICLE VII

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

WITNESS the hand and seal of the said incorporator this $\cancel{144}$ day of March, 2000.

Jacqueline S. Miller

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 48.091, Florida Statutes, the following is submitted, in compliance with said Act: That International Broadband Integrated Systems, Inc., desiring to organize under the laws of the State of Florida with its principal office in the County of Palm Beach, State of Florida, has named Jacqueline S. Miller, located at 505 S. Flagler Drive, Suite 300, West Palm Beach, Florida 33401, 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 a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Jacqueline S. Miller, Registered Agent

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SECHETAIN OF STATE