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*Chopin & Miller*  
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March 21, 2000

VIA FEDERAL EXPRESS

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-03/22/00--01104--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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*  
John L. Shaw  
Legal Assistant

JLS/  
Enclosures

FILED  
MAR 22 PM 1:21  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**INTERNATIONAL BROADBAND INTEGRATED SYSTEMS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

14<sup>th</sup> 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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00 MAR 22 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA