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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FILED
2000 MAY 22 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

PREPAID INTERNET SERVICES, INC.

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ARTICLES OF INCORPORATION
OF
PREPAID INTERNET SERVICES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2000 MAY 22 AM 10:06

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ARTICLE I - NAME

The name of this Corporation is Prepaid Internet Services, Inc.; the mailing address is 1031 North Miami Beach Boulevard, North Miami Beach, Florida 33162.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of conducting any lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of stock \$1.00 par value, which said shares shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1031 North Miami Beach Boulevard, North Miami Beach, Florida 33162. The name of the initial Registered Agent of this Corporation is Michael Imber.

ARTICLE VI - PRINCIPAL OFFICE

The street address of the principal office is 1031 North Miami Beach Boulevard, North Miami Beach, Florida 33162. The name of the principal officer is Michael Imber.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) initial directors. The number of directors may increase from time to time by the By-Laws but shall never be less than two (2). The names and addresses of the initial directors of this Corporation are:

Prepared by:
Imber & Company
1031 North Miami Beach Blvd.
North Miami Beach, FL 33162
(305) 949-8361

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Michael Imber
1031 North Miami Beach Boulevard
North Miami Beach, FL 33162

Matthew Willner
1825 Ponce De Leon Boulevard
Suite PMB397
Coral Gables, FL 33134

ARTICLE VIII - INCORPORATION

The name and address of the person signing these Articles is:

Michael Imber
1031 North Miami Beach Boulevard
North Miami Beach, FL 33162

ARTICLE IX

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation, and amendment thereof, and any right conferred upon the shareholders herein to this reservation.

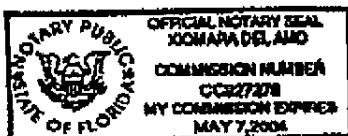
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22nd day of May, 2000.


MICHAEL IMBER

STATE OF FLORIDA
COUNTY OF State

Before me, the undersigned authority, personally appeared MICHAEL IMBER to me well known and known to me to be the person described in and who acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 22 day of May, 2000.




Notary Public
My Commission Expires:

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ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any Amendments hereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22nd day of May, 2000.


MICHAEL IMBER

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TALLAHASSEE, FLORIDA

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