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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
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From: Account Name : HUME & JOHNSON P.A.  
Account Number : 073737003060  
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Fax Number : (954)755-9899

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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FLORIDA PROFIT CORPORATION OR P.A.  
INTEREARTH COMMUNICATIONS, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
INTEREARTH COMMUNICATIONS, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE I. NAME

The name of this corporation is Interearth Communications, Inc.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares."

ARTICLE V. PRE-EMPTIVE RIGHTS

The shareholders of the corporation shall have no pre-emptive right to acquire unissued or treasury shares of the corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1401 University Drive, Suite 301, Coral Springs, Florida and the name of the initial registered agent of this corporation at that address is Jennifer Shaw. The principal office and registered office are identical.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the sole member of the initial Board of Directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Richard Corso	1401 University Drive, Ste 301 Coral Springs, Florida 33071

Prepared By:  
Jennifer Shaw, Esquire  
Hume & Johnson, P.A.  
1401 University Drive, #301  
Coral Springs, FL 33071  
Florida Bar No: 0137812

ARTICLE VIII. INCORPORATORS

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Jennifer Shaw	1401 University Drive, Ste 301 Coral Springs, Florida 33071

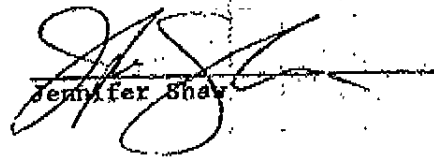
ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X. AMENDMENT

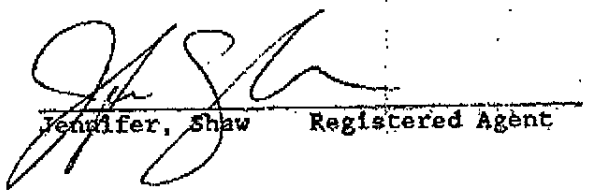
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto; and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of June, 2000.

  
 \_\_\_\_\_  
 Jennifer Shaw

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent for the above-stated corporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes (1995).

  
 \_\_\_\_\_  
 Jennifer, Shaw      Registered Agent

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