

TRANSMITTAL LETTER

P00000066119

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Metro Fiber Net, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

700003255887--9

-05/17/00--01062--009

*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

Jeffrey A. Davis
Name (Printed or typed)

3500 NW Boca Raton Blvd #902
Address

Boca Raton, FL 33431
City, State & Zip

561-620-8837 x104
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL 10 AM 8:08

FILED

NOTE: Please provide the original and one copy of the articles.

T. Burch

JUL 11 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 23, 2000

JEFFREY A. DAVIS
3500 NW BOCA RATON BLVD #902
BOCA RATON, FL 33431

SUBJECT: METRO FIBERNET , INC.
Ref. Number: W00000013272

We have received your document for METRO FIBERNET , INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 300A00029225

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

Metro FiberNet, Inc.

The undersigned, acting as incorporator of Metro FiberNet, Inc., (the "Corporation") under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is: Metro FiberNet, Inc.

ARTICLE II

COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III

DURATION

The duration of the Corporation shall be perpetual

ARTICLE IV

PURPOSE

The general purpose or purposes for which the corporation is organized is to transact any and all lawful business for which the Corporation may be incorporated under the Florida Business Corporation Act.

ARTICLE V

PRINCIPAL OFFICE AND MAILING ADDRESS

The street address and mailing address of the principle office of the Corporation is:

3500 NW Boca Raton Blvd. Suite 902
Boca Raton, FL 33431

ARTICLE VI

AUTHORIZED SHARES

The Corporation is authorized to issue Ten Million (10,000,000) shares of Common Stock at \$.0001 par value. The Corporation is authorized to issue Two and a Half Million (2,500,000) shares of Preferred Stock at \$.0001 par value per share, in such series and variations in the relative rights and preferences, including voting rights, if any, between such series as the Board of Directors shall determine.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2311 North Andrews Ave., Fort Lauderdale, FL 33311, and the name of the Corporation's initial registered agent at that address is Michael S. Davis, Esq.

ARTICLE VIII

INITIAL OFFICERS AND BOARD OF DIRECTORS

The Corporation shall have three (3) officers, and three (3) Directors initially. The number of directors may be increased or decreased from time to time, as provided in the Bylaws. The names and addresses of the initial Directors are:

Jeffrey A. Davis
3500 NW Boca Raton Blvd. #902
Boca Raton, FL 33431

President
Chief Executive Officer
Chairman of the Board

Randy Epstein
3500 NW Boca Raton Blvd. #902
Boca Raton, FL 33431

Executive Vice President
Vice-Chairman of the Board
Secretary

Andrew J. Transleau
3500 NW Boca Raton Blvd. #902
Boca Raton, FL 33431

Chief Financial Officer
Director
Treasurer

ARTICLE IX

INCORPORATOR

The name and street address of the incorporator is:

Jeffrey A. Davis
3500 NW Boca Raton Blvd. Suite 902
Boca Raton, FL 33431

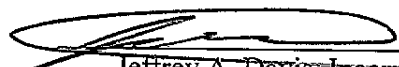
ARTICLE X

INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by any reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation shall reimburse each person for all costs and expense, including attorney's fees, reasonably incurred by him or her in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contain of restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

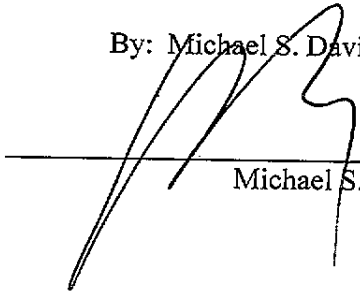
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of July 2000.


Jeffrey A. Davis, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for Metro FiberNet, Inc. in the foregoing Articles of Incorporation, I, Michael S. Davis, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a Registered Agent. I am familiar with and accept the obligations of that position.

By: Michael S. Davis, Esq.



Michael S. Davis

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA